

Sikka Ports & Terminals Limited

(Formerly Reliance Ports And Terminals Limited)

CIN: U45102GJ1997PLC031906

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **Sikka Ports & Terminals Limited** will be held at shorter notice on Thursday, May 24, 2018, at 10:30 a.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021, to transact the following business:

Special Business

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT the Company do hereby unconditionally waive its entitlement to the dividend on 800,00,00,000 - 9% Cumulative Optionally Convertible Preference Shares (Series – I and II) held by the Company in East West Pipeline Limited ('EWPL') for the financial year 2017-18, that may be recommended by the Board of Directors of EWPL;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts and things and deal with all such matters and take, all such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

**Sd/-
V Mohana
Company Secretary
ICSI Membership No. F4882**

Date : May 18, 2018
Place : Mumbai

Registered Office:
Admin Building,
MTF Area, Village Sikka,
Taluka & District Jamnagar - 361 140,
Gujarat

Sikka Ports & Terminals Limited

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CIN: U45102GJ1997PLC031906

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies / Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s) duly filled in for attending the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
7. The attendance slip, proxy form and the route map of the venue of the Meeting is annexed to this Notice as Annexure 1. The prominent landmark for the venue of the Meeting is Mantralaya.
8. The Company's Debenture Trustees are:

Axis Trustee Services Limited having its office at Axis House, Ground Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

Contact Details:

Tel: 91-22-6226 0050 / 54;

Fax: 91-22-43253000;

E-mail: debenturetrustee@axistrustee.com.

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021; Tel:- 0091 22 22785500, Fax:- 0091 22 22785560

Website:- www.rptl.co.in

Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

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Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

The Company has invested in 9% Cumulative Optionally Convertible Preference Shares (Series – I and II) of East West Pipeline Limited (EWPL) (formerly known as Reliance Gas Transportation Infrastructure Limited), subsidiary of the Company aggregating Rs. 8000,00,00,000 (Rupees Eight Thousand Crore only) during the financial year 2016-17.

Considering the financial position of EWPL and in view of the accumulated losses of the past and anticipated losses for the financial year 2017-18, it is proposed to waive the right to receive dividend that may accrue to the Company on the above preference shares for the financial year 2017-18.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Sd/-

**V Mohana
Company Secretary
ICSI Membership No. F4882**

Date : May 18, 2018

Place : Mumbai

Registered Office:
Admin Building,
MTF Area, Village Sikka,
Taluka & District Jamnagar- 361 140,
Gujarat

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021; Tel:- 0091 22 22785500, Fax:- 0091 22 22785560

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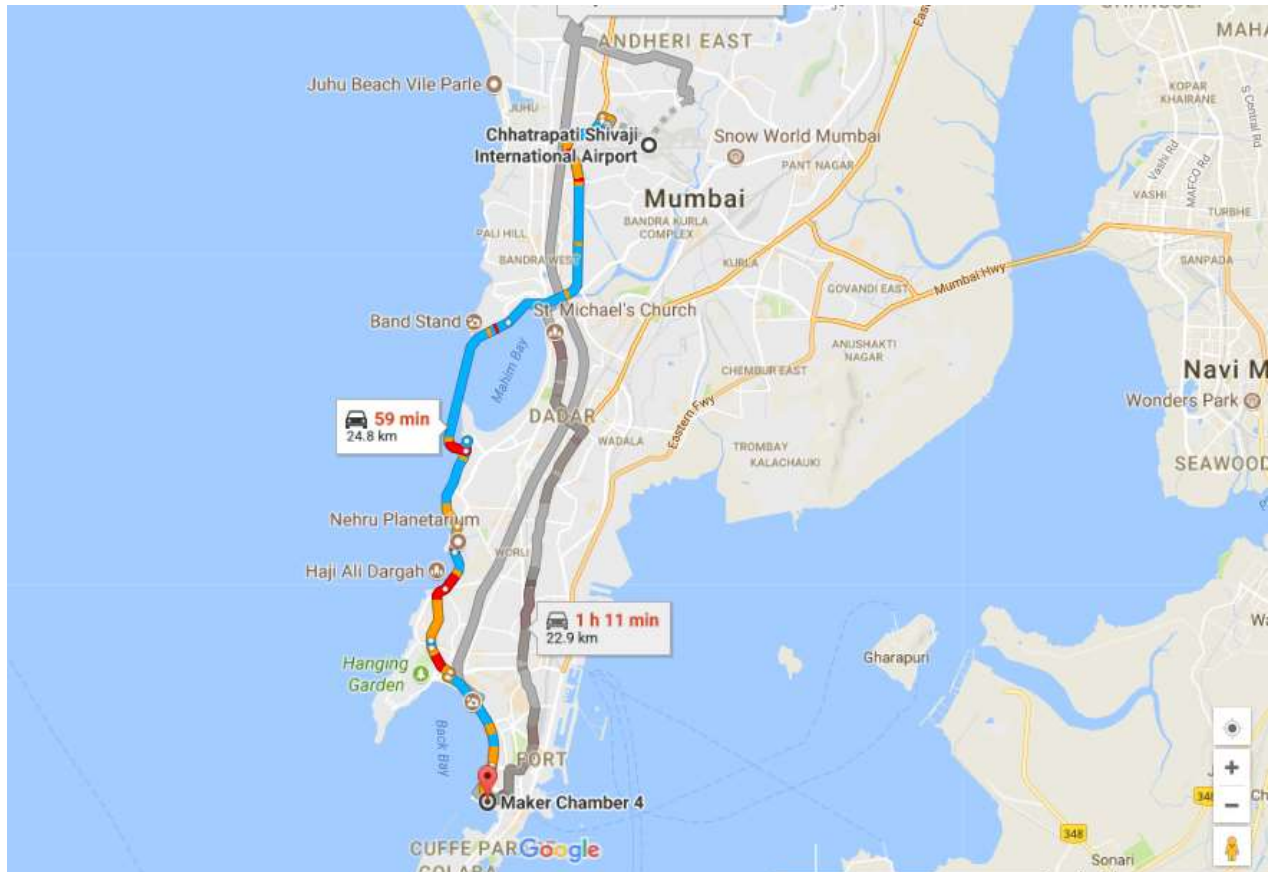
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Annexure 1

Route Map to Meeting venue



EGM VENUE ADDRESS:

2nd Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400021.

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021; Tel:- 0091 22 22785500, Fax:- 0091 22 22785560

Website:- www.rptl.co.in

Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

ATTENDANCE SLIP

SIKKA PORTS & TERMINALS LIMITED
(Formerly Reliance Ports And Terminals Limited)
Regd. Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar –
361 140, Gujarat
CIN: U45102GJ1997PLC031906

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Members may obtain additional Attendance Slip at the venue of the meeting.

DP ID*	
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Folio No.	
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Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Thursday, May 24, 2018 at 10.30 a.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021.

SIGNATURE OF THE MEMBER OR PROXY**

* Applicable for investors holding shares in electronic form.

** Strike out whichever is not applicable

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

SIKKA PORTS & TERMINALS LIMITED (Formerly Reliance Ports And Terminals Limited)

Regd. Office: Admin Building, MTF Area, Village Sikka, Taluka & District
Jamnagar – 361 140, Gujarat

CIN: U45102GJ1997PLC031906

Name of the Member(s) :	
Registered address:	
E-mail ID:	
Folio No / *Client Id:	
*DP Id:	

I/We, being the member(s) of _____ shares of Sikka Ports & Terminals Limited, hereby appoint:

1. _____ of _____ having E-mail id _____ or failing him
2. _____ of _____ having E-mail id _____ or failing him
3. _____ of _____ having E-mail id _____

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company, to be held on Thursday, May 24, 2018 at 10.30 a.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. To approve waiver of entitlement to the dividend for the financial year 2017-18 that may be recommended by the Board of Directors of East West Pipeline Limited on 800,00,00,000 – 9% Cumulative Optionally Convertible Preference Shares (Series I and II)		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2018

Signature of
member

Affix
Revenue
Stamp

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company either in person or through post forty-eight hours before the commencement of the Meeting.**
2. **A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. ****This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.**
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. This form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. A Proxy form which does not state the name of the Proxy will not be considered valid.
10. Undated proxy form will not be considered valid.
11. If Company receives multiple proxies for the same holdings of a member, the Proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.