

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 Wednesday, May 30, 2018, at 11.00 a.m. at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, 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 in partial modification of the resolution passed at the Extraordinary General Meeting of the members of the Company held on May 4, 2015 and in accordance with the provisions of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Company be and is hereby accorded for increase in sitting fees payable to the Independent Directors of the Company from Rs 25,000 to Rs. 30,000 for attending every meeting of the Board of Directors, Committees of the Board or any other meeting of Directors effective from May 29, 2018;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to approve further increase in the amount of sitting fees payable to the Directors of the Company for attending every meeting of the Board of Directors, any Committee of the Board or any other meeting of Directors, from time to time, subject to overall ceiling prescribed under the Companies Act, 2013 and Rules made thereunder, as amended from time to time;

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

By Order of the Board of Directors

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

Date : May 29, 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

Website:- www.rptl.co.in

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

Sikka Ports & Terminals Limited

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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 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 route map of the venue of the Meeting, attendance slip and proxy form are 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

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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 shareholders of the Company at the Extra Ordinary General Meeting held on May 4, 2015 had inter-alia approved payment of sitting fees to the Independent Directors upto Rs. 25,000 for attending every meeting of the Board of Directors and the Committees of the Board or any other meeting of Directors of the Company.

Pursuant to the provisions of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a company may pay sitting fee to a director for attending meetings of the Board or Committees thereof, such sum as may be decided by the Board of Directors thereof which shall not exceed Rs. 1,00,000/- per meeting of the Board or Committee thereof and the sitting fee payable to Independent Directors and Women Directors shall not be less than the sitting fee payable to other directors.

The Board of Directors of the Company at their meeting held on May 29, 2018 have recommended to the shareholders of the Company to approve increase in sitting fees payable to the Independent Directors of the Company from Rs. 25,000 to Rs. 30,000 for attending every meeting of the Board of Directors, any Committees of the Board or any other meeting of Directors effective from May 29, 2018.

Except Shri Natarajan T.G. and Shri S. Anantharaman, none of the Directors of the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

None of the Key Managerial Personnel/ their relatives/ relatives of the Directors are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for approval by the members.

By Order of the Board of Directors

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

Date : May 29, 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

Website:- www.rptl.co.in

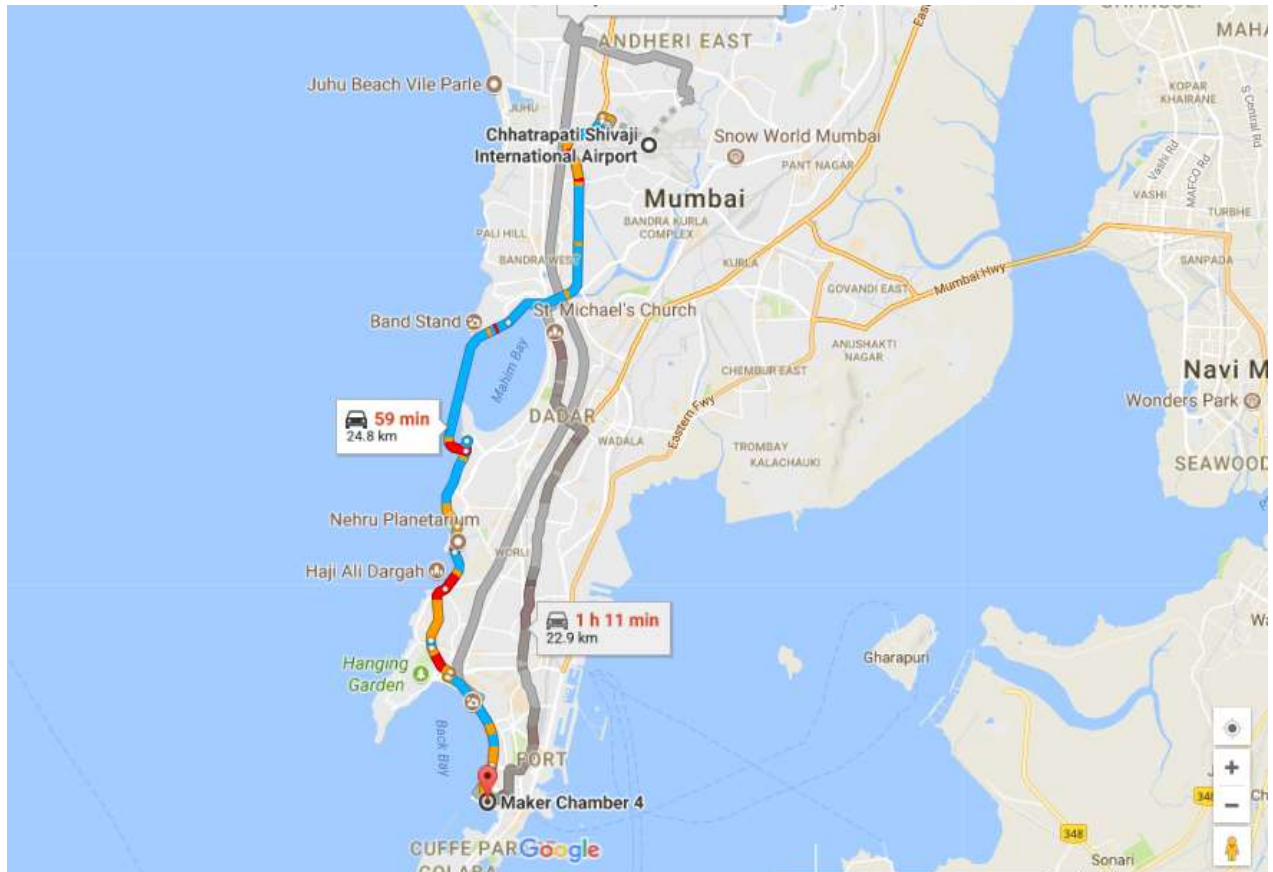
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Annexure 1

Route Map to Meeting venue



EGM VENUE ADDRESS:

5th 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 Wednesday, May 30, 2018 at 11.00 a.m. at 5th 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 Wednesday, May 30, 2018 at 11.00 a.m. at 5th 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 increase in sitting fees payable to the Independent Directors of the Company		

* 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 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.