

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

May 29, 2025

Dear Sirs,

Sub: Compliance under Regulation 24A and Regulation 62M(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This has reference to the following Debentures of the Company listed on the Wholesale Debt Market Segment of BSE Limited:

- 20,000 – 7.95% Secured Redeemable Non-Convertible Debentures – PPD 6 (RPTL-7.95%-28-10-26-PVT) – ISIN: INE941D07158;
- 20,000 – 7.90% Secured Redeemable Non-Convertible Debentures – PPD 7 (RPTL-7.90%-18-11-26-PVT) – ISIN: INE941D07166; and
- 40,000 – 6.75% Secured Redeemable Non-Convertible Debentures – PPD 12 (SPTL-6.75%-22-4-26-PVT) – ISIN: INE941D07208.

In terms of Regulation 24A and Regulation 62M(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report, duly issued by Shashikala Rao & Co., Company Secretaries, for the financial year ended March 31, 2025.

Please take the same on record.

Thanking you,
Yours faithfully,
For **Sikka Ports & Terminals Limited**

Forum Sheth
Company Secretary

Encl.: As above

Shashikala Rao & Co.

Company Secretaries

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East)
Mumbai -400072 Tel.: (022) 4295 1866 Email: skraoco@gmail.com

Secretarial Compliance Report of Sikka Ports & Terminals Limited for the financial year ended March 31, 2025

To

The Board of Directors

Sikka Ports & Terminals Limited

Admin Building, MTF Area

Village Sikka, Taluka & District

Jamnagar- 361140, Gujarat

I, **Shashikala Rao & Co., Company Secretaries** have examined:

- (a) all the documents and records made available to me and explanation provided by **Sikka Ports & Terminals Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2025 ("the Review Period")** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to high value debt listed entity ("**SEBI LODR Regulations, 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable to the listed entity during the Review Period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the listed entity during the Review Period;**
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the listed entity during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;



Shashikala Rao & Co.

Company Secretaries

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 to the extent applicable to the Company as Issuer Company defined under this regulation;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder to the extent applicable to listed entity.

All the above listed SEBI Regulations are hereinafter referred to as "**Regulations**" or "**SEBI Regulations**".

Based on the above examination and the explanations and confirmations furnished by the listed entity, its officers and representatives, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records;
- (c) (i) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
As confirmed by the management no action was taken against the listed entity / its promoters / its directors and its subsidiaries during the Review Period.				

- (ii) Details of show cause notice issued by SEBI to the promoter of the listed entity in the financial year 2010-11 and the current status thereof is attached as **Annexure -1** to this Report;



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Company Secretaries

(d). The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
There were no observations made in the previous report with respect to the listed entity and hence there were no actions required to be taken by the listed entity				

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: S2024MH1002900
PR 6443/2025



Place: Mumbai
Date: May 26, 2025

Shashikala Rao
Proprietor
FCS 3866 CP No 9482
UDIN- F003866G000438621

Shashikala Rao & Co.

Company Secretaries

ANNEXURE- 1

Actions taken by SEBI or Stock Exchange(s) in previous financial years:

Update on show cause notice issued by SEBI to the promoter of the listed entity in the financial year 2010-11 and the current status thereof as mentioned in (c)(ii) above:

Sr. No.	Action taken by	Concerned Regulation	Details of action taken e.g. fines, warning letter, debarment, etc.
1.	Securities and Exchange Board of India ('SEBI')	Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.	<p><u>Matter regarding promoter of the listed entity:</u></p> <p><u>FY 2021-22</u></p> <p>Reliance Industries Limited ('RIL') had issued debentures with convertible warrants in the year 1994 and allotted equity shares against the warrants in the year 2000.</p> <p>In this matter SEBI had issued a show cause notice dated February 24, 2011 <i>inter alia</i> to certain entities belonging to the then promoter and promoter group of RIL (as in the year 2000) (some of these entities got amalgamated with the promoter of the listed entity) for alleged violation of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 asking them to show cause why an inquiry should not be held against them in terms of Rule 4 of the SEBI (Procedure for Holding Inquiry and imposing Penalties by Adjudicating Officer) Rules, 1995 and penalty be not imposed under Section 15H of the SEBI Act, 1992 for the alleged contravention of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.</p> <p>The Adjudicating Officer of SEBI passed an order on April 7, 2021 imposing a penalty in the sum of Rs. 25 crore on the then promoter and promoter group of RIL.</p>



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Company Secretaries

		<p>The then promoter and promoter group have paid the penalty under protest and have filed an appeal before the Hon'ble Securities Appellate Tribunal against this order.</p> <p><u>Status for FY 2022-23</u></p> <p>During the financial year 2022-23, the status remained the same.</p> <p><u>Status for FY 2023-24</u></p> <p>The Securities Appellate Tribunal (SAT), vide order dated July 28, 2023, quashed the order passed by SEBI and held that the then promoter and promoter group of RIL have not violated Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and ordered refund of the penalty of Rs. 25 crore. SEBI has refunded the said sum of Rs. 25 crore to the then promoter and promoter group of RIL. SEBI has filed an appeal in the Supreme Court against the SAT order which is yet to be listed for admission.</p> <p><u>Status for FY 2024-25</u></p> <p>The Supreme Court vide order dated November 11, 2024 has dismissed SEBI's appeal.</p>
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Membership Number	F3866
UDIN Number	F003866G000438621
Name of the Company	SIKKA PORTS & TERMINALS LIMITED
CIN Number	U45102GJ1997PLC031906
Financial Year	2025-26
Document Type(Reports)	Annual Secretarial Compliance Report - Reg 24A(2) of SEBI (LODR) Regulations, 2015
Document Description	Issuance of Annual Secretarial Compliance Report to Listed entities (whose equity shares are listed) under Regulations 24A(2) of SEBI (LODR) Regulations, 2015
Date of signing documents	26/05/2025