

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Transcript of 25th Annual General Meeting of Sikka Ports & Terminals Limited held on Wednesday, September 8, 2021 at 12:00 noon through Video Conferencing.

Ms Avani Gangapurkar, representative of Corporate Secretarial Department:

Good Afternoon,

Dear Members, Directors, Auditors and others present at the meeting, I welcome all of you to the meeting.

Request, the Directors present to elect the Chairman for the meeting.

Shri Natarajan T.G.:

I propose Shri S. Anantharaman as Chairman of the meeting.

Shri Sanjeev Dandekar:

I second the same.

Shri S. Anantharaman:

Ladies and Gentlemen, Good Afternoon.

It is 12:00 noon and time to start the the Twenty Fifth Annual General Meeting of Sikka Ports & Terminals Limited.

I welcome all of you to the Meeting.

Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue. Accordingly, the meeting is being held through video-conference and the proceedings are being recorded.

Members / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

The requisite quorum being present I call the Meeting to order.

The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested are available here and will remain accessible to the Members for inspection in electronic mode, if they so desire.

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Authorizations from the Corporate Shareholder(s) have been lodged with the Company to attend the meeting.

The Company Secretary has confirmed that the Company has not received any query from the shareholders on the designated email address mentioned in the Notice calling the meeting.

I wish to introduce, for the benefit of the members, Shri Natarajan T.G. who is an Independent Director of the Company.

Shri Sanjeev Dandekar, Shri Y. B. Prasad and Ms. Geeta Fulwadaya, Directors of the Company.

Representatives of the Statutory Auditors and of the Secretarial Auditor are also present at the Meeting.

Ladies and Gentlemen, Notice dated August 17, 2021 convening this Annual General Meeting along with a copy of the Annual Report for the financial year ended March 31, 2021 has already been circulated to the members of the Company through email, pursuant to the MCA Circulars. With your permission, I take the same as read.

The Auditors' Report on the standalone and consolidated financial statement of the Company and the Secretarial Audit Report of the Company for the financial year ended March 31, 2021 do not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, these Reports are not required to be read out, as provided in the Companies Act, 2013.

I now move the resolution for Item Number 1 of the Notice.

Item Number 1: Consideration and adoption (a) the audited financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of the Auditors thereon, by way of ordinary resolutions:

This item has to be transacted to ensure compliance with the provisions of Section 129(2) and 129(3) of the Companies Act, 2013.

May I request a member to propose this resolution and also request a member to second this resolution?

Sir, I, Bhavin Mehta, Authorised Representative of Reliance Industries Holding Private Limited propose this resolution.

Sir, I Vijay Agarwal, member of the Company second the resolution.

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The members may seek any clarification pertaining to this item of business. None of the members of the Company sought any clarification.

Thereafter, Shri S. Anatharaman read the resolution:

- a. "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b. "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Now I put the resolution to vote by show of hands.

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

I now move the resolution for Item Number 2 of the Notice.

Item No. 2: Appointment of Shri Y. B. Prasad, who retires by rotation, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 152(6) of the Companies Act, 2013.

May I request a member to propose this resolution and also request a member to second this resolution?

Sir, I, Bhavin Mehta, Authorised Representative of Reliance Industries Holding Private Limited propose this resolution.

Sir, I, Rajeev Mittal, member of the Company second the resolution.

Shri S. Anatharaman:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Y. B. Prasad (DIN: 06526111), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Now I put the resolution to vote by show of hands.

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

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I now move the resolution for Item Number 3 of the Notice.

Item No. 3: Appointment of Shri Sanjeev Dandekar as a Director, liable to retire by rotation, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 152 of the Companies Act, 2013.

May I request a member to propose this resolution and also request a member to second this resolution?

Sir, I, Bhavin Mehta, Authorised Representative of Reliance Industries Holding Private Limited propose this resolution.

Sir, I, Rajeev Mittal, member of the Company second the resolution.

Avani Gangapurkar: Shri Sanjeev Dandekar shall abstain from voting in the matter.

Shri S. Anatharaman:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri Sanjeev Dandekar (DIN: 00022797), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

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

Now I put the resolution to vote by show of hands.

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

In conclusion, I am thankful to all the members who have attended this Meeting.

All the business placed before this Meeting having been concluded, I declare that the Meeting stands closed.

Thank you.

I, Satish Parikh, member of the Company proposes a vote of thanks to the Chair.

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Thank you.

S. Anatharaman.: Thank you Mr. Parikh

The Meeting concluded at 12:11 p.m.(IST)