

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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

May 30, 2022

Dear Sirs,

**Sub : Compliance under Regulation 24A 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:

- 40,000 – 8.45% Secured Redeemable Non-Convertible Debentures – PPD 5 (RPTL-8.45%-PPD 5-12-6-23-PVT) – ISIN: INE941D07133;
- 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;
- 35,000 – 7.65% Secured Redeemable Non-Convertible Debentures – PPD 10 (SPTL-7.65%-22-3-23-PVT) – ISIN: INE941D07182;
- 20,000 – 7.20% Secured Redeemable Non-Convertible Debentures – PPD 11 (SPTL-7.20%-16-6-23-PVT) – ISIN: INE941D07190; 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report, duly issued by M/s. Shashikala Rao & Co., Practising Company Secretary, for the financial year ended March 31, 2022.

Please take the same on record.

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



Ritesh Shiyal
Chief Financial Officer

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, 2022

To,
The Board of Directors
Sikka Ports & Terminals Limited
Admin Building, MTF Area,
Village Sikka, Taluka & District
Jamnagar- 361140,
Gujarat

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

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

for the year ended **March 31, 2022 ("the Review Period")** in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the non-convertible debt securities of the Company which are listed;
- (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 (Buyback of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period;**



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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to August 12, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from August 13, 2021) - **Not applicable to the listed entity during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities Regulations), 2008 (up to August 15, 2021);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (up to August 15, 2021) - **Not applicable to the listed entity during the Review Period;**
- (h) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (with effect from August 16, 2021)- **There were no reportable transactions during the Review Period;**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and

- (j) (i) BSE Notice No. 20211001-3 dated October 1, 2021 read with SEBI Circular No. SEBI/HO/OW/P/DDHS/25493/1/2021 dated September 23, 2021 addressed to BSE;
- (ii) SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated October 22, 2019 read with SEBI circular No. SEBI/HO/DDHS/DDHS/CIR/P/2019/167 dated December 24, 2019; and
- (iii) SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021

and based on the above examination;

We 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 our examination of those records.
- (c) The following are the details of actions taken against the ~~listed entity~~/ the promoter of the listed entity / directors during the Review period 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 specified below:



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Sr. 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
1.	Securities and Exchange Board of India ('SEBI')	Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997	<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 Reliance Industries Limited ('RIL') (as in the year 2000) (some of these entities got amalgamated with the promoter of the Company) 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> <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>	No observations / remarks



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports – **Not Applicable to the Company during the Review Period.**

For Shashikala Rao & Co.
Company Secretaries

ICSI Unique Code: P2010MH067400
PR 845/2020



A handwritten signature in blue ink, consisting of stylized loops and a long horizontal stroke extending to the right.

Shashikala Rao
Partner

FCS 3866 CP No 9482

Place: Mumbai
Date: 27.05.2022

UDIN F003866D000410976