

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

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

April 21, 2025

Dear Sir,

Sub: Regulation 27(2) read with Regulation 62Q(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Compliance Report on Corporate Governance for the quarter ended March 31, 2025

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 27(2) read with Regulation 62Q(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024, please find attached the Compliance Report on Corporate Governance for the quarter ended March 31, 2025.

Please take the same on record.

Thanking you,

Yours faithfully,

For **Sikka Ports & Terminals Limited**

FORUM JAY SHETH
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FORUM JAY SHETH
Date: 2025.04.21
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Forum Sheth
Company Secretary

Encl: As above

Sikka Ports & Terminals Limited

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Report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity – Sikka Ports & Terminals Limited
2. Quarter Ending – March 31, 2025

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category ^{&}	Initial Date of Appoint ment	Date of Re- appoint ment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity ** [in referen ce to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity ** [in reference to proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity# (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity# (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjeev Dandekar	00022797	Chairperson - Non-Executive - Non Independent Director	20-10-2020	08-09-2021			04-02-1962	1	0	2	1
Mr.	Samir Patel	09487366	Non-Executive - Non Independent Director	10-02-2022	25-04-2022			03-04-1972	1	0	0	0
Ms.	Jyothi Menon	09484769	Non-Executive - Non Independent Director	31-03-2022	25-04-2022			29-09-1973	3	2	5	1

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Mr.	Venkataramanan Devarajan	07749448	Non-Executive - Independent Director	31-03-2023	24-04-2023		24	02-04-1962	1	1	2	0
Mr.	Kozhumam Chandrasekar Ganesh	09390886	Non-Executive - Independent Director	31-03-2023	24-04-2023		24	31-08-1973	1	1	1	1
Ms.	Mohana Venkatachalam	08333092	Non-Executive - Non Independent Director – Nominee Director	13-02-2024	19-03-2024			01-06-1969	2	0	0	0

****Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, introduced w.e.f. March 27, 2025, for the purpose of calculation of maximum number of directorships, we have also considered the provisions of Regulation 62E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). As per Regulation 62E, the count for the number of listed entities on which a person is a director / independent director shall be cumulative of those entities whose equity shares are listed on a stock exchange and high value debt listed entities.**

#Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, introduced w.e.f. March 27, 2025, for the purpose of calculation of maximum number of committee memberships, we have also considered the provisions of Regulation 62O of the Listing Regulations. As per Regulation 62O, all the public limited companies, whether listed or not, and high value debt listed entities shall be considered for the purpose of counting the number of committees in which a director is a member.

	Whether Regular chairperson appointed	Yes
	Whether Chairperson is related to managing director or CEO	No
	<p><i>§PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category means chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee.If a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>	

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II. Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	K.C. Ganesh	Chairperson – Non-Executive - Independent	31-03-2023	
		Venkataramanan Devarajan	Non-Executive - Independent	31-03-2023	
		Sanjeev Dandekar	Non-Executive	31-03-2023	
2. Nomination & Remuneration Committee	Yes	Venkataramanan Devarajan	Chairperson- Non-Executive – Independent	31-03-2023	
		K.C. Ganesh	Non-Executive - Independent	31-03-2023	
		Sanjeev Dandekar	Non-Executive	31-03-2023	
3. Risk Management Committee (if applicable)	Yes	Sanjeev Dandekar	Chairperson - Non-Executive	31-03-2023	
		K.C. Ganesh	Non-Executive - Independent	31-03-2023	
		Samir Patel	Non-Executive	31-03-2023	
4. Stakeholders Relationship Committee	Yes	Sanjeev Dandekar	Chairperson - Non-Executive	31-03-2023	
		Venkataramanan Devarajan	Non-Executive - Independent	31-03-2023	
		Jyothi Menon	Non-Executive	31-03-2023	

[&]Category means chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee.If a director fits into more than one category write all categories separating them with hyphen.

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III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
		Yes / No			
12-11-2024					
	13-02-2025	Yes	5	2	92
	12-03-2025	Yes	5	2	26
	28-03-2025	Yes	6	2	15

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				
14-01-2025- Audit Committee	Yes	3	2	12-11-2024 - Audit Committee	62
13-02-2025 – Audit Committee	Yes	3	2	-	29
12-03-2025 – Audit Committee	Yes	3	2	-	26
28-03-2025 – Audit Committee	Yes	3	2	-	15

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Nomination and Remuneration Committee	-	-	-	-	-
Risk Management Committee	-	-	-	23-12-2024 – Risk Management Committee	-
13-02-2025 - Stakeholders Relationship Committee	Yes	2	1	-	-
Corporate Social Responsibility Committee	-	-	-	-	-

**To be filled in only for the current quarter meetings.*

Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No Note: All shareholders of the Company fall under the definition of related party and shall not be eligible to vote on resolutions pertaining to material related party transactions as per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, shareholders approval has not been obtained.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

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Notes:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Details of Cyber Security Incidents:

- Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter - No
- Date of the event - Not Applicable
- Brief details of the event - Not Applicable

VII. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 - Yes
 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders Relationship Committee - Yes
 - d. Risk management committee (as applicable) - Yes
 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors – Yes
- Any comments/observations/advice of the board of directors may be mentioned here – None

FORUM JAY SHETH

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Name & Designation – Forum Sheth
Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO / CFO

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Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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