

# Sikka Ports & 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 a shorter notice on Thursday, September 4, 2025 at 7:45 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, 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 a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed at the Extraordinary General Meeting of the members of the Company held on June 24, 2019 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and as may be enacted from time to time), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board") to:

- i. mortgage and/or charge, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, all or any of the receivables and/or moveable and/or immoveable properties and/or other assets of the Company, both present and future comprising the whole or substantially the whole of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company by way of loans (in indian currency and/or foreign currency) and securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Debenture Trust Deed(s)/Security document(s) or any other document(s)/agreement(s), entered into/to be entered into between the Company and the Lender(s), Agent(s) and Trustee(s), in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in) Website:- [www.sptl.co.in](http://www.sptl.co.in)

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

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stipulated in that behalf and agreed to between the Board and the Lender(s), Agent(s) and Trustee(s); and

- ii. sell, lease, transfer, assign or otherwise dispose off (including by way of securitization) in such form and manner and on such terms as the Board may determine, all or any part of the loan receivables and/or moveable and/or immoveable properties and/or other assets of the Company, both present and future, comprising the whole or substantially the whole of the undertaking / part of the undertaking such that the value of such undertaking / part of the undertaking being sold, leased, transferred, assigned or disposed off does not exceed a limit of Rs. 25,000 crore each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to finalise, settle and execute all such agreements, documents, deeds, writings, papers, instruments, applications etc. as may be required and to do all such acts and things as may be necessary and expedient including executing and signing the necessary documents with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the directors and/or officers of the Company and/or such other person(s) as the Board may authorize, to give effect to this resolution.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 read with Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company (or its successor entity) to enter into the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Reliance Industries Holding Private Limited (or its successor entity) and Srichakra Commercials LLP (or its successor entity), as more specifically set out in Table no. A1 and A2 in the explanatory statement to this resolution on the material terms and conditions set out therein;

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

## By Order of the Board of Directors

Sd/-

**Forum Sheth**

**Company Secretary and Compliance Officer**

Place: Mumbai

Date: September 1, 2025

Registered Office:

Admin Building, MTF Area, Village Sikka,

Taluka & District Jamnagar - 361 140, Gujarat.

CIN: U45102GJ1997PLC031906

Website: [www.sptl.co.in](http://www.sptl.co.in), Email: [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in)

Tel.: +91 22 3555 7100

Fax.: +91 22 3555 5560

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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 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 proxy holder shall prove his identity at the time of attending the Meeting.**

2. Attendance Slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue of the Meeting is Mantralaya.
3. 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 together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
5. 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.
6. A statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting, is annexed hereto.
7. The Company's Debenture Trustees are:

Axis Trustee Services Limited  
The Ruby, 2nd Floor, SW, 29,  
Senapati Bapat Marg, Dadar (West),  
Mumbai – 400 028  
Tel: +91-22-62300451  
Fax: +91-22-62300700  
E-mail: [debenturetrustee@axistrustee.in](mailto:debenturetrustee@axistrustee.in);  
Website Address: [www.axistrustee.in](http://www.axistrustee.in)

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## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 1:

The members of the Company at the Extraordinary General Meeting held on June 24, 2019 had passed a special resolution authorizing the Board of Directors of the Company to mortgage and/or charge all or any of the receivables, moveable and/or immovable properties of the Company, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 (the "Act").

The members of the Company at the said Meeting had passed a special resolution under Section 180(1)(c) of the Act for borrowing upto a limit of Rs. 40,000 crore in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company.

The borrowings of the Company may be required to be secured by suitable mortgages/charges on all or any of the immovable properties and/or moveable properties and/or other assets of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The said mortgage/charge in favour of the Lender(s), Agents(s) and/or Trustee(s) with the power to take over the management of the business, may be regarded as disposal of the Company's whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a) of the Act and the Board had at its meeting held on September 1, 2025, approved a proposal for seeking members approval by way of a special resolution under Section 180(1)(a) of the Act, for securing the borrowings of the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act.

The Company may sell, lease, transfer, assign or otherwise dispose off some of its assets (i) to keep the flexibility to raise funds from time to time in future to meet its funding requirements and / or (ii) any other business requirements including synergies and business combinations.

Accordingly, the Board at its meeting held on September 1, 2025 has passed resolution to authorise the Company to sell, lease, transfer, assign or otherwise dispose off (including by way of securitization), all or any part of the loan receivables and/or moveable and/or immovable properties and/or other assets of the Company, both present and future, comprising the whole or substantially the whole of the undertaking / part of the undertaking such that the value of such undertaking / part of the undertaking being sold, leased, transferred, assigned or disposed off does not exceed a limit of Rs. 25,000 crore each.

Section 180(1)(a) of the Act provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members by way of a special resolution in the general meeting. Accordingly, the consent of the members of the Company at the Extraordinary General Meeting is sought under Section 180(1)(a) of the Act for the above proposal.

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

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

## Item No. 2:

The Company is a High Value Debt Listed Entity (HVDLE) in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Company proposes to enter into transaction(s) / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Listing Regulations in order to meet its business objectives and enhance the value for its stakeholders.

All related party transactions of the Company are at arm's length and in the ordinary course of business.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the independent Directors in the Audit Committee. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

As per the Listing Regulations, all material related party transactions require prior approval of the shareholders through a resolution. A transaction with a related party is considered material if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crore or 10% of the annual consolidated turnover of the HVDLE as per the last audited financial statements of the HVDLE, whichever is lower.

The annual consolidated turnover of the Company as on March 31, 2025 is Rs. 5151.16 crore.

Accordingly, any related party transaction exceeding Rs. 515.12 crore during financial year ending March 31, 2026, would be classified as material and would require prior approval of the shareholders. The value of underlying assets under the proposed transaction with Reliance Industries Holding Private Limited is Rs. 1400 crore and with Srichakra Commercials LLP is Rs. 3100 crore.

Further, since the Company's non-convertible debentures (NCDs) are listed on BSE Limited and there has been no subsequent issuance of non convertible debentures

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since April 1, 2025, the requirement to obtain a No-Objection Certificate (NOC) from the debenture holders / debenture trustee for entering into material related party transactions does not apply as per the Listing Regulations.

The approval of the members pursuant to Resolution at Item No. 2 is being sought for the following related party transaction(s) / contract(s) / agreement(s) / arrangement(s) set out in Table nos. A1 and A2.

The details of transactions as required under Regulation 23 and Regulation 62K of the Listing Regulations read with SEBI Master Circular bearing reference no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 (“**SEBI Master Circular**”) are set forth below:

## A1 Transactions between the Company and Reliance Industries Holding Private Limited

| Sr. No.     | Particulars   | Details   |               |             |                    |               |
|-------------|---|---|---------------|-------------|--------------------|---------------|
| 1.          | Name of the related party and its relationship with the HVDLE, including nature of its concern or interest (financial or otherwise) | <b>Name of the Related Party</b> - Reliance Industries Holding Private Limited (RIHPL)<br><br><b>Relationship</b> – RIHPL is the holding company of the Company. RIHPL holds 100% of paid-up equity share capital of the Company  |               |             |                    |               |
| 2.          | Name of Director(s) or Key Managerial Personnel who is related, if any  | Not Applicable  |               |             |                    |               |
| 3.          | Type, material terms and particulars of the proposed transaction  | Type : Option Agreement<br><br>The Company has provided the following unsecured loans to Digital Fibre Infrastructure Trust (DFIT) in terms of the amended and restated loan agreement dated October 29, 2020 (which was subsequently amended on September 27, 2021) entered into, <i>inter-alia</i> , by and between the Company, Jamnagar Utilities & Power Private Limited and DFIT (Loan Agreement) |               |             |                    |               |
|             |   | <table border="1"><thead><tr><th>Description</th><th>Amount lent</th><th>Amount outstanding</th><th>Interest Rate</th></tr></thead></table>   | Description   | Amount lent | Amount outstanding | Interest Rate |
| Description | Amount lent   | Amount outstanding  | Interest Rate |             |                    |               |

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|    |   |  | (Rs. Crore)                                  | as on 31-07-2025 (Rs. Crore)                | (per annum)                |
|----|---|--|--|---|----------------------------|
|    |   | Loan 1   | 20,000.00                                    | 19,884.89                                   | 12.01%-10.89%              |
|    |   | Loan 2   | 2,500.00                                     | 2,500.00                                    | 12.00%                     |
|    |   | <b>Total</b>   | <b>22,500.00</b>                             | <b>22,384.89</b>                            |                            |
|    |   | <p>The Company proposes to enter into option agreement with respect to a portion of the Loan 1, with RIHPL, in terms of which the Company will have a put option to assign a portion of the Loan 1 along with the rights and benefits to RIHPL at par value of the loan. Similarly, RIHPL will have a call option to purchase and get the assignment of the said portion of Loan 1 along with the rights and benefits from the Company at par value of the loan.</p> |  |   |                            |
| 4. | Value and tenure of the proposed transaction  | <b>Amount of Loan 1 under the option agreement</b>   | <b>Call option consideration (Rs. Crore)</b> | <b>Put option consideration (Rs. Crore)</b> | <b>Option Closing Date</b> |
|    |   | Not exceeding Rs.1,400.00 crore  | 2.00   | 1.00  | 28.09.2029                 |
|    |   | <p>The option agreement will automatically terminate upon the consummation of the put option or the call option. Further, in the event the Company does not exercise its put option and RIHPL does not exercise its call option, the option agreement would terminate on September 30, 2029 unless mutually extended in writing.</p>   |  |   |                            |
| 5. | The percentage of the HVDLE's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the | <p>The value of the portion of the Loan 1 which is subject matter of the option agreement, represents 27.18% of annual consolidated turnover of the Company for FY 2024-25.</p>  |  |   |                            |

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# Sikka Ports & Terminals Limited

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|    |  |  |
|----|--|--|
|    | proposed transaction   |  |
| 6. | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the HVDLE | Not Applicable   |
| 7. | Justification as to why the RPT is in the interest of the HVDLE  | The transaction will enable the Company to keep the flexibility to raise funds from time to time in future to meet its funding requirements. |
| 8. | Any valuation or other external report relied upon by the HVDLE in relation to the transactions                                | Not Applicable   |
| 9. | Any other information that may be relevant   | All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.      |

## A2 Transactions between the Company and Srichakra Commercials LLP

| Sr. No. | Particulars   | Details   |
|---------|---|---|
| 1.      | Name of the related party and its relationship with the HVDLE, including nature of its concern or interest (financial or otherwise) | <b>Name of Related Party</b> – Srichakra Commercials LLP (Srichakra)<br><br><b>Relationship</b> – Srichakra is an entity controlled by Reliance Industries Holding Private Limited (RIHPL). RIHPL is the holding company of the Company. RIHPL holds 100% of paid-up equity share capital of the Company.   |
| 2.      | Name of Director(s) or Key Managerial Personnel who is related, if any  | Not Applicable  |
| 3.      | Type, material terms and particulars of the proposed transaction  | Type : Option Agreement<br><br>The Company has provided the following unsecured loans to Digital Fibre Infrastructure Trust (DFIT) in terms of the amended and restated loan agreement dated October 29, 2020 (which was subsequently amended on September 27, 2021) entered into, <i>inter-alia</i> , by and between the Company, Jamnagar Utilities & Power Private |

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|    |  |   |  |  |                                  |
|----|--|---|--|--|----------------------------------|
|    |  | Limited and DFIT (Loan Agreement)   |  |  |                                  |
|    |  | <b>Description</b>  | <b>Amount lent (Rs. Crore)</b>               | <b>Amount outstanding as on 31-07-2025 (Rs. Crore)</b> | <b>Interest Rate (per annum)</b> |
|    |  | Loan 1  | 20,000.00                                    | 19,884.89  | 12.01%-10.89%                    |
|    |  | Loan 2  | 2,500.00                                     | 2,500.00   | 12.00%                           |
|    |  | <b>Total</b>  | <b>22,500.00</b>                             | <b>22,384.89</b>                                       |                                  |
|    |  | <p>The Company proposes to enter into option agreements with respect to portion of the Loan 1, with Srichakra, in terms of which the Company will have a put option to assign the portion of the Loan 1 along with the rights and benefits to Srichakra at par value of the loan. Similarly, Srichakra will have a call option to purchase and get the assignment of said portion of the Loan 1 along with the rights and benefits from the Company at par value of the loan.</p> |  |  |                                  |
| 4. | Value and tenure of the proposed transaction | <b>Amount of Loan 1 under the option agreement</b>  | <b>Call option consideration (Rs. Crore)</b> | <b>Put option consideration (Rs. Crore)</b>            | <b>Option Closing Date</b>       |
|    |  | Not exceeding Rs. 1,400.00 crore  | 2.00   | 1.00   | 28.09.2029                       |
|    |  | Not exceeding Rs. 1,700.00 crore  | 2.00   | 1.00   | 28.09.2030                       |
|    |  | <p>The option agreement will automatically terminate upon the consummation of the put option or the call option. Further, in the event the Company does not exercise its put option and Srichakra does not exercise its call option, the option agreement would terminate on September 30, 2029 and September 30, 2030 respectively, unless mutually extended in</p>  |  |  |                                  |

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|    |  |  |
|----|--|--|
|    |  | writing.   |
| 5. | The percentage of the HVDLE's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | The value of the portion of the Loan 1 which is subject matter of the option agreement, represents 60.19% of annual consolidated turnover of the Company for FY 2024-25. |
| 6. | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the HVDLE   | Not Applicable   |
| 7. | Justification as to why the RPT is in the interest of the HVDLE  | The transaction will enable the Company to keep the flexibility to raise funds from time to time in future to meet its funding requirements.                             |
| 8. | Any valuation or other external report relied upon by the HVDLE in relation to the transactions  | Not Applicable   |
| 9  | Any other information that may be relevant   | All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.                                  |

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

**By Order of the Board of Directors**

**Sd/-**

**Forum Sheth**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Date: September 1, 2025

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
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Website: [www.sptl.co.in](http://www.sptl.co.in)

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## ATTENDANCE SLIP

**SIKKA PORTS & 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\*

Folio No.

Client ID\*

No. of Shares

NAME AND ADDRESS OF THE MEMBER

I/We hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Thursday, September 4, 2025, at 7:45 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

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

CIN: U45102GJ1997PLC031906

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

Website: www.sptl.co.in; Tel: 0091 22 35557100; Fax: 0091 22 35555560

|                        |  |
|------------------------|--|
| 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 at a shorter notice on Thursday, September 4, 2025 at 7:45 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I/We wish my/our above proxy to vote in the manner as indicated in the box below:

| Resolutions  | For | Against |
|--|-----|---------|
| 1) Approval to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking including creation of mortgages/charges under Section 180(1)(a) of the Companies Act, 2013. |     |         |
| 2) Approval for material related party transactions of the company with related parties.   |     |         |

\* Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

\_\_\_\_\_  
Signature of  
Member

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy  
holder

\_\_\_\_\_  
Signature of second proxy  
holder

\_\_\_\_\_  
Signature of third proxy  
holder

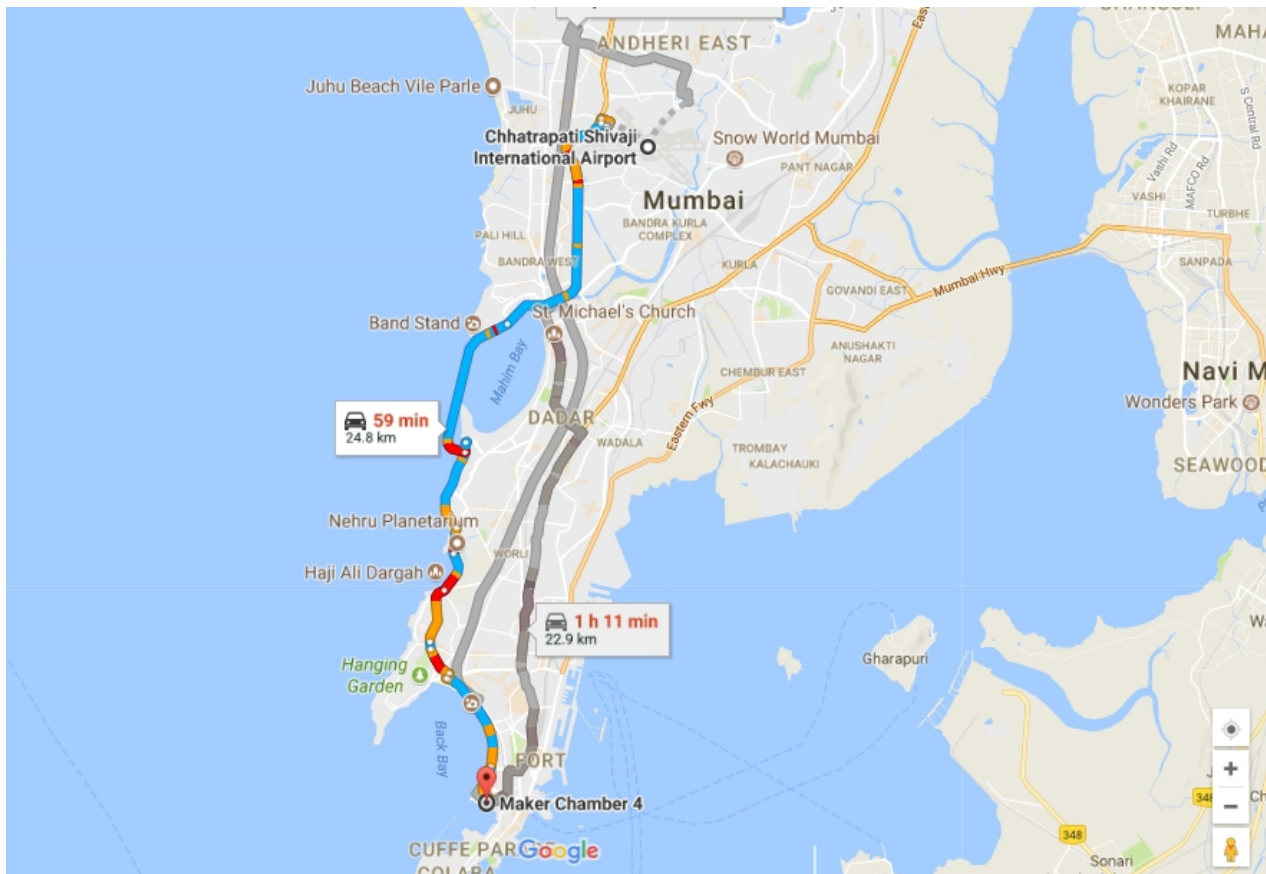
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at least 48 hours before commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his 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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his 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 completed 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. Undated proxy form will not be considered valid.
10. 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.

# Sikka Ports & Terminals Limited

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## Route Map to Meeting venue



### EGM VENUE ADDRESS:

Meeting Room No. 1,  
First Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai 400 021

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- [company.secretary@sptl.co.in](mailto:company.secretary@sptl.co.in) Website:- [www.sptl.co.in](http://www.sptl.co.in)

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