

ESSAR OIL LIMITED

Registered Office: Khambhalia Post, P.O. Box 24, Dist. Devbhumi Dwarka – 361305, Gujarat Corporate Identity Number: L11100GJ1989PLC032116

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

То

The Shareholder(s),

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") read with the applicable rules of the Companies (Management and Administration) Rules, 2014 relating to passing of resolutions by postal ballot (the "Postal Ballot Rules"), clause 35B of the equity listing agreement entered into with Stock Excanges and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations"), to the equity shareholders (the "Shareholders") of Essar Oil Limited (the "Company"), to consider and if thought fit to, pass the resolution set out herein below as a 'Special Resolution' by way of a postal ballot (the "Delisting Resolution").

The proposed resolution along with the explanatory statement setting out the material facts and reasons thereto are appended below and a postal ballot form is enclosed for your consideration.

Delisting of the equity shares of the Company (the "Shares") from the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges").

To consider and if thought fit, to pass with or without modification, the following resolution as a "Special Resolution":

"RESOLVED THAT subject to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations"), the receipt of the necessary approvals from the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE" and together, the "Stock Exchanges"), and such other approvals as may be required under applicable law and subject to the terms of such approvals, consent is hereby accorded to the board of directors (the "Board", which shall include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution) of Essar Oil Limited (the "Company") to proceed to voluntary delist the equity shares of the Company from the Stock Exchanges pursuant to the proposed acquisition of 137,123,373 equity shares held by the public shareholders of the Company excluding: (a) the 360,929,673 equity shares of the Company held by Essar Energy Holdings Limited (the "Promoter Company") and other promoter group entities being Imperial Consultants & Securities Private Limited and Essar Power Hazira Holdings Limited; and (b) 951,463,854 equity shares of the Company held by the Bank of New York Mellon (the "Depository") and against which the Depository has issued global depository shares (GDS), held by the Promoter Company and Essar Oil & Gas Limited, one of the promoters of the Company, in accordance with the terms of the SEBI Delisting Regulations (the "Proposed Delisting"), and the Board shall accordingly take all necessary actions and make all necessary filings on behalf of the Company to facilitate the Proposed Delisting in accordance with applicable law."

"RESOLVED FURTHER THAT for the purpose of giving effect to the Proposed Delisting, Mr. L K Gupta, Managing Director & CEO, Mr. Suresh Jain, Chief Financial Officer and Mr. Sheikh S. Shaffi, Company Secretary of the Company be and are hereby individually authorized, on behalf of the Company, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, to do all such acts, deeds, matters and things as they may at their discretion deem necessary for such purpose, including making applications to the

BSE and the NSE for seeking the in-principle and final approval for the Proposed Delisting, and are hereby further authorized on behalf of the Company to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit."

By Order of the Board of Directors

Mumbai June 24, 2014

SHEIKH S. SHAFFI COMPANY SECRETARY

Registered Office:

Khambhalia Post, P. O. Box 24,

Dist. Devbhumi Dwarka - 361305, Gujarat.

Phone: 91 02833 661444, Fax: 91 02833 662929

e-mail: eolinvestors@essar.com website: http://essaroil.co.in

Notes:

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto as Annexure – A (the "Explanatory Statement").
- In accordance with Regulation 8(1)(b) of the SEBI Delisting Regulations read with Section 110 of the Companies Act read with the Postal Ballot Rules, the item of business set out in the abovementioned notice is sought to be passed through postal ballot.
- 3. The board of directors of the Company (the "Board") has at a meeting held on June 22, 2014 appointed Mr. Prakash Pandya, Practicing Company Secretary as the 'Scrutinizer' (the "Scrutinizer") for conducting the postal ballot voting process in a fair and transparent manner and in accordance with applicable law.
- 4. The dispatch of the postal ballot notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and at least one Gujarati newspaper, each with wide circulation in Devbhumi Dwarka District, where the registered office of the Company is situated, and published on the website of the Company.
- The Members are requested to exercise their voting right by either using the attached postal ballot form or through e-voting.
- 6. Only a Member who is entitled to vote is entitled to exercise his/ her vote through the postal ballot form or through e-voting. Voting rights of every Member shall be reckoned on the paid-up value of shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on June 20, 2014, and any recipient of the postal ballot notice whose name does not appear as a Member in relation to the shares as on the aforesaid date should treat the same as intimation only.
- 7. The Members are requested to carefully read the instructions printed on the separately enclosed postal ballot form. The duly completed and signed postal ballot form, should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 p.m.on Tuesday, August 5, 2014.
- In accordance with clause 35B of the equity listing agreement entered into by the Company with the Stock Exchanges, Section 110 of the Companies Act and the Postal Ballot Rules, the Company is pleased to provide



electronic voting ("e-voting") as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. It may be noted that e-voting is optional. If a Member has voted through the e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done through the Postal Ballot Form shall prevail and voting done by e-voting will be treated as invalid by the Scrutinizer. The e-voting facility will be available at the link https://www.evoting.nsdl.com during the following voting period:

Commencement of e-voting	from 8:00 a.m. on July 6, 2014	
End of e-voting	at 5:00 p.m. on August 5, 2014	

E-voting shall not be allowed beyond 5:00 p.m.on August 5, 2014. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is June 20, 2014.

- 9. The login ID and password for e-voting along with process, manner and instructions for e-voting are being sent in this notice to the Members who have not registered their e-mail IDs with the Company. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- 10. The instructions for e-voting are as under:
 - (a) The login ID and the initial password are provided in a table at the bottom of the Postal Ballot Form. Please note that the Password is an Initial Password.
 - (b) Launch the internet browser by typing the following https://www.evoting.nsdl.com.
 - (c) Click on "Shareholder-Login:
 - (d) Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then use your existing User ID and Password for Login.
 - (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (f) Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
 - (g) Select "EVEN (E-Voting Event Number)" of Essar Oil Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - (h) Now you are ready for "e-voting" as "Cast Vote" Page opens.
 - (i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once casted cannot be modified.
 - Upon confirmation, the message "Vote cast successfully" will be displayed
 - (k) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer through email at: info@pkpandya.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID:eolinvestors@essar.com.

- (I) In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of https://www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in
- (m) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (n) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the record date.
- (o) For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

M/s. Datamatics Financial Services Ltd..

Unit: Essar Oil Limited, Plot No. B - 5, Part B Cross Lane, MIDC,

Andheri (East), Mumbai - 400093.

Phone: 91-22-66712151 to 66712156, Fax: 91-22-66712209,

Email: eolinvestors@dfssl.com

- 11. The Scrutnizer's decision on the validity of the Postal Ballot and e-voting shall be final.
- Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to the Chairman / Dy. Chairman of the Company or the Company Secretary.
- 13. The result of voting by postal ballot will be announced on August 6, 2014 through Notice Board at the registered office of the Company and will be posted on the website of the Company http://essaroil.co.in. Additionally, the result will be communicated to the BSE and the NSE. The date of declaration of the result of the postal ballot voting process will be taken to be the date of passing of the special resolution.



ANNEXURE - A

EXPLANATORY STATEMENT REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTION

Delisting of the Shares of the Company from the BSE and the NSE.

The Shares of the Company are currently listed on the BSE and the NSE (together, the "Stock Exchanges").

The Company has received a proposal dated June 20, 2014 from Essar Energy Holdings Limited, a company incorporated under the laws of Mauritius (the "Acquirer"), expressing its intention (the "Expression of Interest") to provide an exit opportunity to the public shareholders of the Company (the "Public Shareholders"), who are shareholders other than: (a) the Acquirer and other promoter group entities being Imperial Consultants & Securities Private Limited and Essar Power Hazira Holdings Limited (the "Promoter Group"); and (b) the Bank of New York Mellon (the "Depository") which holds Shares against which it has issued global depository shares ("GDS"), in accordance with the SEBI Delisting Regulations in order to voluntarily delist the Company's Shares from the Stock Exchanges (the "Delisting Proposal").

The Acquirer is a promoter of the Company. The Acquirer is subsidiary of Essar Oil & Gas Limited, Mauritius which in turn is a member of the Essar Energy Group. As on date, the Acquirer and the promoter group of the Company hold 360,929,673 shares of the Company representing 72.47 % of the issued shares of the Company (excluding the 951,463,854 Shares of the Company represented by the GDS), calculated in the manner set out in clause 35 of the equity listing agreement between the Company and each of the Stock Exchanges.

In the Expression of Interest, the Acquirer has specified the following rationale for the Delisting Proposal:

- (i) The Delisting Proposal would be in furtherance of the business strategy of the Essar Energy Group, of taking the entire hydrocarbon/ energy business of the Essar Energy Group private, i.e., unlisted, following the delisting of the shares of Essar Energy Plc from the London Stock Exchange on June 10, 2014. The Company requires sustained, substantial investment to develop and grow its businesses (especially the refining and marketing business). Full ownership of the Company will provide the Acquirer with increased operational / financial flexibility to support the Company's businesses and strategic needs. The Delisting Proposal is in furtherance of the strategic intent of the Promoters to achieve greater flexibility for equity infusion into the Company.
- (ii) The delisting of the Shares is in the interest of the public shareholders as it will provide them with an exit opportunity from the Company at a price determined in accordance with the reverse book building mechanism set out in the SEBI Delisting Regulations.
- (iii) Accordingly, the Acquirer (being a promoter of the Company) proposes to acquire the Shares held by the public shareholders in accordance with the SEBI Delisting Regulations and to voluntarily delist the Shares from the Stock Exchanges in accordance with the SEBI Delisting Regulations.

The Delisting Proposal, if successful, would result in a scenario where the Company is not subject to the conditions for continuous listing, *inter alia*, to maintain a minimum public shareholding of 25% pursuant to the Securities Contracts (Regulation) Rules, 1957 as amended on June 4, 2010.

The Acquirer proposes to fund the Delisting Proposal by way of acquiring funding from Essar Energy Plc.

As per the SEBI Delisting Regulations, a company may voluntarily delist its equity shares from the stock exchanges where they are listed if the acquirer provides an exit opportunity to the public shareholders of the company in accordance with the requirements of the SEBI Delisting Regulations. In this regard, the SEBI Delisting Regulations require the acquirer to (i) make a public announcement of the delisting offer which contains information specified

in the SEBI Delisting Regulations and (ii) accept at the acquirer's sole discretion, to acquire the equity shares of the public shareholders at either (a) the discovered price determined in accordance with the reverse book building mechanism specified in the SEBI Delisting Regulations or (b) an exit price, which is higher than such discovered price.

The Acquirer has the right not to proceed with the Delisting Proposal and the Delisting Proposal is conditional upon:

- a. the Acquirer, at its sole discretion, accepting the price determined in accordance with the SEBI Delisting Regulations (being the price at which the maximum number of shares are tendered pursuant to the reverse book-building mechanism) (the "Discovered Price"). The Discovered Price shall not be lower than the floor price determined in accordance with Regulation 15(2)(a) of the SEBI Delisting Regulations (the "Floor Price"), which would be the higher of the average of the weekly high and low of the closing prices of the Shares during (a) the twenty-six weeks; and (b) the two weeks preceding June 22, 2014, in each case as quoted on the NSE. However, the Acquirer may, at its discretion, fix a price higher than the Discovered Price (the "Exit Price"). The public shareholders may tender their respective Equity Shares at any price equal to or above the Floor Price in the reverse book-building mechanism;
- b. the number of Equity Shares tendered by the public shareholders at or below the Discovered Price or the Exit Price (as the case may be) being sufficient to make the Delisting Proposal successful under the SEBI Delisting Regulations. Under the SEBI Delisting Regulations, the Delisting Proposal would be successful only if the shareholding of the Acquirer (along with persons acting in concert with the Acquirer) and the tendered Equity Shares accepted through eligible bids at the Discovered Price/ Exit Price pursuant to the Delisting Proposal is equal to or greater than ninety percent (90%) of the total issued equity share capital of the Company (excluding the Shares which are held by the Depository and against which GDS have been issued overseas);
- c. receipt of all regulatory approvals as may be required for the Delisting Proposal under applicable laws; and
- such other terms and conditions as may be set out in the 'Public Announcement' or the 'Letter of Offer' to be despatched to the public shareholders.

The Delisting Resolution is required to be passed by way of a 'Special Resolution' through a postal ballot with an option of e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rules framed thereunder, clause 35B of the equity listing agreement entered into by the Company with the Stock Exchanges and SEBI (Delisting of Equity Shares) Regulations, 2009. According to Regulation 8(1)(b) of the SEBI Delisting Regulations, the Delisting Resolution may be acted upon only if the votes cast by the public shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the public shareholders against the Delisting Resolution.

After receiving the Expression of Interest, the Board at its meeting on June 22, 2014, has agreed to recommend the Delisting Resolution for approval by shareholders.

Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirer will proceed, at its discretion, to make an offer to the public shareholders of the Company and may acquire the Shares held by the public shareholders at the Discovered Price/ Exit Price, in accordance with the provisions of the SEBI Delisting Regulations.

The Board recommends the Delisting Resolution for your consideration and approval of members of the Company.

Mr. Sushil Maroo, Director may be treated as concerned or interested in the Delisting Resolution as he is a Director nominated by the Promoter Group. Mr. Prashant S Ruia, Chairman and Non Executive Director and Mr. Naresh K Nayyar, Deputy Chairman and Non Executive Director may be considered to be concerned or interested in the



Delisting Resolution in view of their association with the Promoter Group which has recently ended. None of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution.

Mr. Naresh K Nayyar, Dy. Chairman, Mr. Dilip J Thakkar, Director Mr. K N Venkatasubramanian, Director and Mr.V S Jain, Director hold 8,000 shares, 300 Shares, 6,500 Shares and 600 Shares respectively in the Company, Mr. Suresh Jain, Chief Financial Officer and Mr. Sheikh S Shaffi, Company Secretary hold 475 Shares and 50 Shares respectively in the Company. Except as provided above, they are not interested directors / key managerial personnel for the purposes of the Companies Act, 2013.

A copy of the Acquirer's Expression of Interest will be available for inspection by the shareholders at the Company's Registered Office on any working day excluding Saturdays, Sundays and Bank holidays between 11:00 a.m. and 1:00 p.m. from July 1, 2014 to the date of declaration of the results of postal ballot.

By Order of the Board of Directors

Mumbai June 24, 2014 SHEIKH S. SHAFFI COMPANY SECRETARY

Registered Office:

Khambhalia Post, P. O. Box 24,

Dist. Devbhumi Dwarka - 361305, Gujarat.

Phone: 91 02833 661444, Fax: 91 02833 662929

e-mail: eolinvestors@essar.com website: http://essaroil.co.in THIS PACE HAS BEEN INTENTIONALLY LEFT BLANK



ESSAR OIL LIMITED

Registered Office: Khambhalia Post, Post Box No. 24, District Devbhumi Dwarka, Gujarat - 361 305 Corporate Identity Number: L11100GJ1989PLC032116 Phone: 91 02833 661444, Fax: 91 02833 662929

e-mail: eolinvestors@essar.com, website: http://essaroil.co.in

Sr. No.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf before completing this form)

Name and registered address of the sole/ : first named Member (in block letters)

06/14

- Name(s) of the joint holder(s) if any (in block letters)
- 3. Registered Folio No./ DP ID No. & Client ID No.* *(Applicable to Members holding Shares in dematerialized form)

Number of shares held

I/ We hereby exercise my/ our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated June 24, 2014 of the Company by sending my/ our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark (/) in the appropriate box below:

Resolution No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval sought pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 for voluntary delisting of the equity shares of Essar Oil Limited from the BSE Limited and the National Stock Exchange of India Limited pursuant to a voluntary delisting offer made by Essar Energy Holdings Limited, promoter of the Company.	orm his bird's and copy or see b. like the Form		

Place : (Signature of the Member) Date :

ELECTRONIC VOTING PARTICULARS

	EVEN (E-voting event number)	User ID	Password / PIN
	(E tomig or end of the control of th		

Note: Please read carefully the instructions printed overleaf before exercising the vote

INSTRUCTIONS

- 1. A Member entitled to vote and desirous of exercising his / her vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer appointed by the Board of Directors of the Company, in the postage pre-paid self-addressed envelope sent along with this form. Envelopes containing a Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of such Member, will also be accepted. However, it is clarified that Members desiring to exercise their vote from outside India will have to arrange for postage from the country where the postal ballot form is being dispatched to the Scrutinizer.
- 2. A Member may convey his / her / its assent / dissent in the postal ballot form. The assent or dissent received in any other form shall not be considered valid. The consent of the Member must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
- The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 4. The postal ballot form must be completed and signed by the Member as per the specimen signature registered with the Company / Depository Participant. In case of joint-holding, the postal ballot form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
- 5. The votes of a Member will be considered invalid on any of the following grounds:
 - if the Member's signature does not tally;
 - if the Member has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Special Resolution' in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds total number of shares held under Serial No. 9 of the Postal Ballot Form;
 - if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer
 to identify either, the Member, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST',
 or if the signature could not be verified or one or more of the above grounds.
- 6. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
- The vote shall not be exercised by a proxy.
- 8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5:00 p.m.) on Tuesday, August 5, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- 9. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on June 20, 2014.
- 10. Where the postal ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the resolution of its board of directors / governing body authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a 'Power of Attorney' holder for and on behalf of the Member, it must be accompanied by an attested true copy of such 'Power of Attorney'.
- Members are requested not to send any extraneous/additional papers along with the postal ballot form in the enclosed postage pre-paid envelope.
- 12. There will be one postal ballot form for every 'Registered Folio'/ 'Client ID', irrespective of the number of joint holders
- 13. A Member need not cast all his / her votes in the same manner.
- 14. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer, not later than the date specified at item 8 above.
- 15. Members are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
- 16. The Company is pleased to provide electronic voting ("e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The detailed procedure for e-voting has been set out in Notes 8, 9 and 10 in the Notes to the Postal Ballot Notice dated June 24, 2014.

WILL BE
PAID BY THE
ADDRESSEE

POSTAGE

BUSINESS REPLY ENVELOPE

B.R. PERMIT NO. MH / BYN / 650 CHAKALA MIDC P.O. MUMBAI 400 093

MR. PRAKASH PANDYA

Scrutinizer

C/O. DATAMATICS FINANCIAL SERVICES LTD.
Unit: Essar Oil Ltd.

Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (East), Mumbai-400 093

