

ESSAR PORTS LIMITED

Regd. Office: Administration Building, Essar Refinery Complex, Okha Highway (SH – 25), Taluka Khambhalia,
Dist. Jamnagar - 361305, Gujarat
CIN No. : L85110GJ1975PLC054824

POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Essar Ports Limited (“the Company”) by passing resolutions through Postal Ballot:

The proposed resolution, explanatory statement setting out the material facts and reasons thereto, a physical postal ballot form, (the “Postal Ballot Form”) and a self addressed postage pre-paid envelope (the “Envelope”) are being sent to you for your consideration.

CS Bhavin Mehta, Partner - MJP Associates, Practicing Company Secretaries has been appointed as ‘scrutinizer’ (the “Scrutinizer”), for conducting the postal ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with stock exchanges on which its equity shares are listed and provisions of Section 110 of the Act, the Company is pleased to provide electronic voting (“e-voting”) as an alternative to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facilities to members of the Company. It may be noted that e-voting is optional. If a member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://www.evoting.nsdl.com> till October 3, 2014. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed postage pre-paid business reply envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on October 4, 2014. Postal Ballot Forms received after this date and hour are liable to be rejected.

Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to a Director of the Company. The result of the postal ballot shall be announced on October 6, 2014 at 2.00 p.m. at the Registered Office of the Company at Administration Building, Essar Refinery Complex, Okha Highway (SH – 25), Taluka Khambhalia, Dist. Jamnagar - 361305, Gujarat.

The results of the postal ballot will also be displayed at the Company’s Registered Office and the Company’s website www.essarports.com besides being communicated to the stock exchanges on which the shares of the Company are listed. The results will also be published in newspapers for information of the members.

The Resolution will be deemed to have been passed on the date of declaration of the results of the Postal Ballot, if approved by requisite majority.

SPECIAL RESOLUTION:

To consider, and if thought fit, to pass the following resolution as a special resolution by way of postal ballot:

“RESOLVED THAT in supersession of the earlier resolution passed under the erstwhile Section 293(1)(a) of the Companies Act, 1956, consent of the Company be and is hereby accorded in terms of Sections 180(1)(a), 180(2) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) to sell, lease, mortgage or otherwise dispose of or to create, charge, mortgage and / or hypothecate, pledge, or otherwise encumber in addition to the existing mortgages, hypothecations, pledges, charges or encumbrances already created, in such form and manner and on such terms as the Board may deem fit, on such of the Company’s movable and immovable properties, both present and future wherever situated and / or any other assets or properties, either tangible or intangible, together with or without the power to takeover the management of the business of the Company in case of certain events of defaults, in favour of any of the banks, financial institutions, non-banking financial companies, state financial corporations / companies, investment institutions, mutual funds and other bodies corporate, trustee(s), agent(s) and other secured lenders (hereinafter referred to as the ‘Lenders’) for securing the borrowings of the Company and / or the Company’s subsidiaries / affiliates / associate companies, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and / or 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) and all other applicable provisions, if any, of the Act, from time to time, 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) / Hypothecation Agreement(s), Deed(s) and Agreement(s) / Debenture Trust Deed(s) or any other document, 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 / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s) as the case may be.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to finalise and execute with any of the Lenders / Trustee(s) / Agent(s), jointly or severally, the documents for creating the aforesaid mortgage / charge and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing the aforesaid resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered to be in the best interest of the Company.”

By Order of the Board

Manoj Contractor
Company Secretary

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Explanatory Statement") setting out the material facts in respect of the resolution proposed in the accompanying notice is annexed hereto.
2. Shareholders have an option to vote either through e-voting or through physical mode.
3. Members opting to vote through physical mode are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed along with the assent (for) or dissent (against), in the attached Envelope so as to reach the Scrutinizer on or before the close of working hours, i.e. 5.00 p.m. on October 4, 2014 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the members. However, E-voting facility will be available only till October 3, 2014. .
4. Only a member who is entitled to vote is entitled to exercise his / her vote through the Postal Ballot Form. Voting rights of every member shall be reckoned on the paid-up value of equity shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, on the date of dispatch of the Postal Ballot Notice and any recipient of the Postal Ballot Notice to those members whose name does not appear as a member in relation to the equity shares as on the aforesaid date should treat the same as intimation only.
5. Member's voting rights shall be in proportion to his / her share of the paid up equity share capital of the Company.
6. The Scrutinizer will submit his report to the Director of the Company after completion of the scrutiny and the results of the postal ballot voting process will be announced on October 6, 2014 at the Registered Office of the Company at Administration Building, Essar Refinery Complex, Okha Highway (SH – 25), Taluka Khambhalia, Dist. Jamnagar - 361305, Gujarat. Those members, who wish to be present at the time of declaration of results, may do so at the aforementioned venue.
7. All documents referred to in the accompanying Postal Ballot Notice and the Explanatory Statement (as defined below) are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and Bank holidays, between 11 a.m. and 1 p.m. upto the last date for receiving the Postal Ballot Form.

The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in at least one English national daily with wide circulation and one vernacular newspaper having circulation in Gujarat, being the state in which the registered office of the Company is situated.

INSTRUCTIONS FOR E-VOTING

A. In case of Members receiving e-mail from NSDL:

- i. Open the email and open the pdf file: eplevoting.pdf with your Client ID or Folio No. as Password. The said pdf file contains your User ID and Password for e-voting. Please note that the Password is an Initial Password.
- ii. Launch the internet browser by typing the following :
<https://www.evoting.nsd.com>.
- iii. Click on "Shareholder-Login".
- iv. Put user ID and Password noted in step (i) above as the initial password. Click login.
- v. 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 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.
- vi. Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.
- vii. Select "Electronic Voting Event Number (EVEN)" of Essar Ports Limited.
- viii. Now you are ready for "e-voting" as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- x. 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 : bhavinmehta2001@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: epl.secretarial@essar.com. Please note that proxies are not allowed to cast their vote through postal ballot.
- xi. Kindly note that members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting done through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.

B. In case of members receiving the Postal Ballot Form by Post:

- a. The initial Password is provided in the table given in the Postal Ballot Form.
- b. Please follow all the steps from (ii) to (ix) above to cast your vote.

C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.

D. 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.nsd.com> or contact NSDL by email at evoting@nsdl.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The Members by way of an Ordinary Resolution have, inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company under section 293 (1)(a) of the erstwhile Companies Act, 1956.

Section 180(1)(a) of the Companies Act, 2013 ("the Act") read with the relevant Rules, under the Act, notified on September 12, 2013 provides that a Company shall not, except with the consent of Members by a Special Resolution sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the Company. Creation of charge / mortgage on the assets of the Company to secure the borrowings of the Company / its subsidiaries / associate companies is deemed as a conditioned sale, hence approval of the Members is sought.

The Company is an Infrastructure Company and requires capital for setting up ports and allied facilities. In view of the same, the Company is required to borrow money from time to time which may exceed the paid up share capital and free reserves of the Company. In order to secure the borrowings of the Company, the assets of the Company may be required to be offered as security. Hence, approval of the Members is being sought by way of a Special Resolution.

None of the Directors of your Company may be deemed to be interested in the resolution set out in the accompanying notice.

The Board recommends the resolution forming part of the Postal Ballot Notice for your approval.

By Order of the Board

Mumbai
August 27, 2014

Manoj Contractor
Company Secretary