

## ESSAR PORTS LIMITED

Registered Office: Administration Building, Essar Refinery Complex,  
Okha Highway (SH-25), Taluka Khambalia, District Jamnagar, Gujarat - 361 305  
Corporate Identity Number: L85110GJ1975PLC054824



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

To  
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 listing agreement entered into with Stock Exchanges 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 Ports Limited (the "**Company**"), to consider and if thought fit, pass the resolution noted 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 Ports Limited (the "**Company**") to proceed to voluntarily delist the equity shares of the Company from the Stock Exchanges pursuant to the proposed acquisition of 107,106,857 equity shares held by the public shareholders of the Company (subject to any increase in the number of equity shares held by the public shareholders of the Company pursuant to exercise of stock options granted to directors and key managerial personnel of the Company under the Company's employee stock option scheme) excluding the 320,781,141 equity shares of the Company held by Essar Shipping & Logistics Limited (the "**Promoter Company**") and other promoter group entities being Essar Projects (India) Limited, Essar Steel India Limited, Imperial Consultants and Securities Private Limited and Essar Global Fund Limited, 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. A.S. Bali, Director Finance and Mr. Manoj Contractor, Company Secretary, 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

Manoj Contractor  
Company Secretary

Mumbai  
October 11, 2014

Registered Office: Administration Building, Essar Refinery Complex, Okha Highway (SH-25),  
Taluka Khambalia, District Jamnagar, Gujarat - 361 305  
Phone: +91 2833 661449 , Fax: +91 2833 662929 E-mail: epl.secretarial@essar.com  
Website: [www.essarports.com](http://www.essarports.com)

#### **Notes:**

1. 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**").
2. 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 October 11, 2014 appointed Mr. Bhavin Mehta, 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 Jamnagar District, where the registered office of the Company is situated, and published on the website of the Company.
5. The Shareholders 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 October 10, 2014 and any recipient of the postal ballot notice from a Member 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 Shareholders are requested to carefully read the instructions printed on the attached 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 Monday, November 17, 2014.
8. 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 shareholders 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 shareholder has voted through the e-voting facility, he/she is not required to send the postal ballot form. If a shareholder 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 October 19, 2014  
  
End of e-voting: at 5:00 p.m. on November 17, 2014  
  
E-voting shall not be allowed beyond 5:00 p.m. on November 17, 2014. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date may cast their vote electronically. The cut off date for the purpose of e-voting is October 10, 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 shareholders who have not registered their e-mail IDs with the Company. Those shareholders 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 Ports 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.
  - (j) 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: 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
- (l) 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 Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date.
- (o) For any other queries relating to the shares of the Company you may contact the Share Transfer Agents at the following address:

Data Software Research Company Private Limited  
 19, Pycrofts Garden Road, Off Haddows Road  
 Nungambakkam, Chennai - 600 006  
 Ph.No. 044-28213738 / 28214487  
 Fax No. 044-28214636  
 Email: essar.ports@dsrc-cid.in

- 8. The Scrutinizer's decision on the validity of the postal ballot and e-voting shall be final.
- 9. Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to the Chairman or Managing Director or the Company Secretary.
- 10. The result of voting by postal ballot will be announced on November 18, 2014 through Notice Board at the registered office of the Company and will be posted on the website of the Company: [www.essarports.com](http://www.essarports.com). 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 October 10, 2014 from Essar Shipping & Logistics Limited, a company incorporated under the laws of Cyprus (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 the Acquirer and other promoter group entities being Essar Projects (India) Limited, Essar Steel India Limited, Imperial Consultants and Securities Private Limited and Essar Global Fund Limited (collectively with the Acquirer, the **"Promoter Group"**), 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. As on date, the Promoter Group of the Company holds 320,781,141 Shares of the Company representing 74.97% of the issued shares of the Company, 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 of the Shares from the Stock Exchanges would provide the Promoter Group increased flexibility to support the business and financial needs of the Company to enable them to optimally fund the growth initiatives of the Company.
- (ii) The delisting of the Shares from the Stock Exchanges is in the interest of the public shareholders of the Company as it will provide them with an exit opportunity from the Company at a price determined by them in accordance with the reverse book building mechanism set out in the SEBI Delisting Regulations.

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.

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 October 11, 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;
- c. receipt of all regulatory approvals as may be required for the Delisting Proposal under applicable laws; and
- d. 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.

In addition to holding Shares, the Acquirer also holds foreign currency convertible bonds issued by the Company ("**FCCBs**") which carry an option to convert into Shares. Regulation 4(1)(d) of the SEBI Delisting Regulations provides that the Company can apply to the Stock Exchanges for approvals in relation to the Delisting Proposal only if there are no outstanding instruments issued by the Company that are convertible into Shares that are sought to be delisted. Consequently, to facilitate the Delisting Proposal, the Acquirer has in its Expression of Interest undertaken to give up its conversion right in respect of the said FCCBs and has requested the Company to amend the terms of the FCCBs to make them non-convertible instruments, subject to necessary approvals and processes. Kindly note that all other terms of the FCCBs (including maturity period) would remain unchanged and would continue to be in accordance with applicable laws including applicable RBI regulations.

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 the 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 October 11, 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. Jan Adam, Director, may be treated as concerned or interested in the Delisting Resolution as he represents Port of Antwerp International UK Ltd. which holds 4.07% of the issued Shares of the Company. Mr. Manoj Contractor, Company Secretary, holds 5 Shares in the Company. Except as provided above and other than the stock options granted to directors and key managerial personnel of the Company under the Company's Employee Stock Option Scheme, none of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in the Delisting Resolution.

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 October 19, 2014 to the date of declaration of the results of postal ballot.

By Order of the Board of Directors

Manoj Contractor  
Company Secretary

Mumbai  
October 11, 2014

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**ESSAR PORTS LIMITED**

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CIN : L85110GJ1975PLC054824

**POSTAL BALLOT FORM**

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

Serial No

1. Name and registered address of the :  
sole/ first named Shareholder  
(in block letters)
  
2. Name(s) of the joint holder(s) if any :  
(in block letters)
  
3. Registered Folio No. :  
# # (Applicable to Shareholders holding  
Shares in physical form)  
  
DP ID No. & Client ID No. :  
\* \* (Applicable to Shareholders holding  
Shares in dematerialized form)
  
4. 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 October 11, 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.	Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 for the voluntary delisting of the equity shares of Essar Ports Limited (the " <b>Company</b> ") from the BSE Limited and the National Stock Exchange of India Limited pursuant to a voluntary delisting offer made by Essar Shipping & Logistics Limited, the controlling shareholder and promoter of the Company.			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

(Signature of the Shareholder)

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

EVENT (E-voting event number)	User ID	Password / PIN
101355		

## INSTRUCTIONS

1. A Shareholder entitled to vote and desirous of exercising his / her vote by a postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Board in the Envelope. Inland postage will be paid by the Company. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.
2. A Shareholder 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 Shareholder 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.
3. The Envelope bears the name of the Scrutinizer.
4. The Postal Ballot Form must be completed and signed by the Shareholder. 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 Shareholder and in his absence, by the next named Shareholder.
5. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The vote shall not be exercised by a proxy.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer before 5.00 p.m. on November 17, 2014. All Postal Ballot Forms received after this date will be strictly treated as if they have not been received.
8. 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 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 Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every 'Registered Folio' / 'Client ID', irrespective of the number of joint holders.
11. A Shareholder neither needs to use all his / her votes nor cast his / her votes in the same way.
12. A Shareholder may request 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 7 above.
13. Shareholders are requested to fill the Postal Ballot Form with indelible ink and not by any erasable writing mode.
14. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
15. The Company has appointed Mr. A.S. Bali, Director Finance and Mr. Manoj Contractor, Company Secretary, as the persons responsible for the entire postal ballot voting process.
16. Since the Envelope is not valid for use from outside India, Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.
17. The votes of a Shareholder will be considered invalid on any of the following grounds:
  - if the Shareholder's signature does not tally;
  - if the Shareholder 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. 4 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 Shareholder, 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.
18. The Company is pleased to provide electronic voting ("e-voting") as an option to its shareholders 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.