

November 18, 2014

**BSE Limited**  
Department of Corporate Services  
Phiroz Jeejeebhoy Towers  
Dalal Street, Mumbai 400 023

**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

**Essar Ports Limited**

Essar House  
11 K. K. Marg  
Mahalaxmi  
Mumbai - 400 034  
India

**Corporate Identity Number**  
L85110GJ1975PLC054824

**T** +91 22 6660 1100 / 4001 1100

**F** +91 22 2354 4330

[www.essar.com](http://www.essar.com)

Dear Sir,

Sub: Clause 35 A of the Listing Agreement - Postal Ballot results

This has reference to the Postal Ballot Notice dated October 11, 2014 sent to the Members of the Company seeking their approval for passing resolution by Postal Ballot pursuant to Section 110 of the Companies Act, 2013 seeking the approval of the members for voluntary delisting the shares of the Company from the BSE Limited and the National Stock Exchange of India Limited in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

Shri. Bhavin Mehta, Practicing Company Secretary, Scrutinizer, appointed by the Board of Directors has submitted his report dated November 18, 2014 to the Company on the Postal Ballot.

We wish to inform you that the members of the Company have passed the resolution with 99.567% voting in favour of the resolution as per the report dated November 18, 2014 submitted by Shri. Mehta, as detailed below:



Promoter / Public	No. of Shares held	No. of Votes Polled (physical and through NSDL E-voting platform)	% of Votes polled on Outstanding shares (physical and through NSDL E-voting platform)	No. of Votes in Favour (physical and through NSDL E-voting platform)	No. of Votes Against (physical and through NSDL E-voting platform)	% of Votes in favour on Votes polled (physical and through NSDL E-voting platform)	% of Votes Against on Votes polled (physical and through NSDL E-voting platform)
Promoter and Promoter Group	32,07,81,141	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders (FIIs)	4,92,01,712	3,79,34,177	77.099	3,79,34,177	NIL	100.000	0.000
Public – Others	5,79,05,145	1,86,94,496	32.285	1,84,49,152	2,33,782	98.688	1.251
<b>Total</b>	<b>42,78,87,998</b>	<b>5,66,28,673</b>	<b>13.234</b>	<b>5,63,83,329</b>	<b>2,33,782</b>	<b>99.567</b>	<b>0.413</b>

The results of the Postal Ballot were declared at the Registered Office of the Company at Jamnagar on November 18, 2014.

This is for your information and record.

Thanking you,

Yours faithfully,

**For ESSAR PORTS LIMITED**



**MANOJ CONTRACTOR**  
**COMPANY SECRETARY**

**National Securities Depository Limited**  
4<sup>th</sup> Floor – 'A' Wing, Trade World, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel, Mumbai 400 013

**Central Depository Services (India) Ltd**  
Phiroze Jeejeebhoy Towers (16<sup>th</sup> Floor)  
P J Towers, Dalal Street, Mumbai 400 0023



18<sup>th</sup> November, 2014

To  
The Chairman,  
Essar Ports Limited  
Administration Building, Essar Refinery Complex  
Okha Highway (SH-25), Taluka Khambalia  
District Jamnagar, Gujarat - 361 305

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot of Essar Ports Limited**

I, CS Bhavin Mehta, Partner, *MJP Associates*, Practising Company Secretaries, state that the Board of Directors of Essar Ports Limited (the Company) had appointed me to act as a Scrutinizer in accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchanges, for conducting the Postal Ballot Process in a fair and transparent manner

I have scrutinized the Postal Ballot Papers and maintained a Register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

The Report required in accordance with said Rules is submitted as under :

1. The Company has completed the dispatch of the Notice, Postal Ballot Forms along with Postage Pre-paid Business Reply Envelope to its Members on 18<sup>th</sup> October, 2014
2. The Postal Ballot Forms were kept under safe custody.
3. The Company had made arrangements with National Securities Depository Limited (NSDL) for providing a system of recording electronic votes of the Members through e-Voting and had set up the e-Voting facility on NSDL website (<http://www.evoting.nsdl.com>). The Company has fixed Monday, 17<sup>th</sup> November, 2014 as the last date for e-Voting.
4. The Postal Ballot Forms received on or before and upto the close of working hours i.e., at 5:00 p.m. on Monday, 17<sup>th</sup> November, 2014 (being last date fixed for return of the Postal Ballot in physical forms duly filled in by the Members), were considered for scrutiny.
5. During the scrutiny, I have come across neither any mutilated postal ballot forms nor any envelopes without any contents.
6. The details of polling results for the items placed for consideration by the Members are given below:



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Office 707, Star Plaza, Phulchhab Chowk, Rajkot- 360 001. Tele.: + 91 281 304 5040 / 654 1340  
Branch 311, Madhav Plaza, Opp, SBI, Nr. Lal Bunglaw, Jamnagar - 361 001

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...Page (2) of (3) of Scrutinizer's Report dated 18<sup>th</sup> November, 2014 on Postal Ballot of Essar Ports Limited

**Resolution :** Delisting of Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited as specified in the Postal Ballot Notice dated 11<sup>th</sup> October, 2014

A	Total number of Shareholders as on 10 <sup>th</sup> October, 2014 (the Cut off date)	93,028	
B	Total number of Shares as on 10 <sup>th</sup> October, 2014 (the Cut off date)	42,78,87,998	
	Details of voting as under		
Sl. No.	Particulars	Details	
		Number of Members (Physical and through NSDL E-voting Platform)	Number of Equity Shares
C	Total Votes cast through e-Voting	241	5,32,12,344
D	Total votes cast through postal ballot forms received	614	92,73,050
E	Grand Total of e-Voting & Postal Ballot Forms received	855	6,24,85,394
F	Less: Number of Invalid Postal Ballot Forms & e-Voting	70	58,68,283
G	<b>Net Valid e-Voting &amp; Postal Ballot Forms of which:</b>		
	i e-Voting & Postal Ballot Forms with Assent for the Resolution	427	5,63,83,329
	ii e-Voting & Postal Ballot Forms with Dissent for the Resolution	358	2,33,782

Note: Invalid Votes were not taken into account for calculation of voting results



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...Page (3) of (3) of Scrutinizer's Report dated 18<sup>th</sup> November, 2014 on Postal Ballot of Essar Ports Limited

Promoter/ Public	No. of Shares held	No. of Votes Polled (Physical and through NSDL E-voting Platform)	% of Votes Polled on Outstanding Shares (Physical and through NSDL E-voting Platform)	No. of Votes (In Favour)(Physical and through NSDL E-voting Platform)	No. of Votes (Against) (Physical and through NSDL E-voting Platform)	% of Votes in Favour on Votes Polled (Physical and through NSDL E-voting Platform)	% of Votes Against on Votes Polled (Physical and through NSDL E-voting Platform)
Promoter and Promoter Group	32,07,81,141	Nil	Nil	Nil	Nil	Nil	Nil
Public - Institutional holders	4,92,01,712	3,79,34,177	77.099	3,79,34,177	Nil	100.000	0.00
Public-Others	5,79,05,145	1,86,94,496	32.285	1,84,49,152	2,33,782	98.688	1.251
<b>Total</b>	<b>42,78,87,998</b>	<b>5,66,28,673</b>	<b>13.234</b>	<b>5,63,83,329</b>	<b>2,33,782</b>	<b>99.567</b>	<b>0.413</b>

The number of votes casted in favour of Resolution is 99.58% and number of votes casted against the Resolution is 0.41%. Therefore, the Special Resolution has been passed by the Members with requisite majority.

- I have handed over the Postal Ballot Forms, the Register to be maintained along with all other documents for Safe Custody to CS. Manoj Contractor, Company Secretary of the Company, who is authorised by the Board to supervise this Postal Ballot Process.
- You may accordingly declare the Result of the voting by Postal Ballot & e-Voting.

Thanking you

Yours Faithfully

(CS BHAVIN MEHTA)

FCS: 5160 CP: 4240

Partner

MJP Associates

Practising Company Secretaries & Scrutinizer for the Postal Ballot Process of Essar Ports Limited

Dated this 18<sup>th</sup> November, 2014

Place: Khambalia, Jamnagar



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