

NOTICE TO MEMBERS

Notice is hereby given that the Thirty-Eighth Annual General Meeting of Essar Ports Limited will be held at the Registered Office of the Company at Administration Building, Essar Refinery Complex, Okha Highway (SH – 25), Taluka Khambhalia, Distt. - Jamnagar, Gujarat 361305 on Friday, September 26, 2014 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2014 and the Audited Balance Sheet as on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in the place of Shri. Deepak Kumar Varma (DIN No. 00213394), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri. Rajiv Agarwal (DIN No. 00903635), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in the place of Shri. Jan Adam (DIN No. 05287357), who retires by rotation and being eligible, offers himself for re-appointment.
6. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Messrs. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad having Registration No. 117365W, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM at such remuneration plus out-of-pocket, travelling and other expenses, as may be mutually agreed to between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act, 2013 (‘Act’) and the Rules made thereunder read with Schedule IV of the Act, Shri. Jesper Kjaedegaard (DIN No. 00529039) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2013 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Central Government, if required, approval of the Company be and is hereby accorded for the re-appointment of Shri. Kamla Kant Sinha (DIN No. 00009113), as a Wholetime Director of the Company for a period of three years with effect from July 4, 2014 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee or any other Committees of the Board formed for the purpose).”

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated where in any financial year during the tenure of Shri. Sinha as a Wholetime Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri. Sinha the remuneration as set out in the Explanatory Statement by way of salary, bonus and other allowances as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act, 2013 (‘Act’) and the Rules made thereunder read with Schedule IV of the Act, Shri. Amardeep Singh Bali (DIN No. 02207863) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 15, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Central Government, if required the approval of the Company be and is hereby accorded for the appointment of Shri. Bali, as a Wholetime Director of the Company designated as Director Finance for a period of three years with effect from May 15, 2014 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee or any other Committees of the Board formed for the purpose.”

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated where in any financial year during the tenure of Shri. Bali as a Wholetime Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri. Bali the remuneration as set out in the Explanatory

Statement by way of salary, bonus and other allowances as a minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the guidelines issued by the Government of India (GOI), the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and/or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, Companies (Issue of Global Depository Receipts) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, permissions, consents and sanctions, as may be necessary from the GOI, RBI, SEBI and / or other competent authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any committee constituted / to be constituted by the Board for exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, for such part of issue and for such categories of persons including employees of the Company as may be permitted), in one or more tranches, Equity Shares and / or Equity Shares through Global Depository Securities (GDSs) / Receipts (GDRs) and / or American Depository Receipts (ADRs) and / or Optionally / Compulsorily Convertible / Foreign Currency Convertible Bonds (FCCBs) and / or Convertible Bonds, Convertible Debentures, fully or partly and / or any other instruments / securities, convertible into or exchangeable with Equity Shares and / or securities convertible into Equity Shares at the option of the Company and / or the holder(s) of such securities and / or securities linked to Equity Shares and / or securities with or without detachable / non detachable warrants and / or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and / or any instruments (hereinafter referred to as ‘Securities’ which terms shall inter alia include Equity Shares) or combination of Securities, with or without premium as the Board may, at its sole discretion decide by way of one or more public and / or private offerings in domestic and / or one or more international markets(s), with or without green shoe option, and / or private placement or issue through Prospectus, Institutional Placement Programme, Qualified Institutions Placement in accordance with the Guidelines for Qualified Institutions Placement prescribed under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended

or by anyone or more or a combination of the above modes / methods or otherwise and at such time or kinds, with or without an over allotment offer, and in one or more tranches, aggregating to an amount not exceeding US\$ 1,000,000,000 (United States Dollar One Billion only) or in equivalent Indian Rupees or any other currency to Domestic / Foreign Investors / Qualified Institutional Buyers / Institutional Investors / Foreign Institutional Investors / Members / Employees / Non-Resident Indians / Companies / Bodies Corporate / Trusts / Mutual Funds / Banks / Financial Institutions / Insurance Companies / Pension Funds / Individuals or otherwise, whether shareholders of the Company or not and on such terms and conditions, as the Board may, at its sole discretion, at any time hereinafter decide.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with Lead Managers, Underwriters, Advisors, Merchant Bankers and / or other persons as appointed by the Company be and is hereby authorised to finalise the timing of the issue(s) / offering(s), including the investors to whom the Securities are to be allotted and accept any modifications to the terms of the issue as may be required and any other matter in connection with or incidental to the issue.”

“RESOLVED FURTHER THAT the Company and / or any entity, agency or body, authorised and / or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable, registered or bearer form with such features and attributes as are prevalent in domestic / international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the domestic / international markets.”

“RESOLVED FURTHER THAT:

- i. The equity shares issued and allotted directly or upon conversion, exchange, redemption or cancellation of other Securities when fully paid up, shall rank pari-passu with the existing equity shares of the Company;
- ii. The Relevant Date for determining the pricing of the Securities (whether on Qualified Institutions Placement to QIBs as per provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended or issue of equity shares underlying the GDSs / GDRs / ADRs or securities issued on conversion of FCCB(s) shall be the date of the meeting in which the Board decides to open the proposed issue or such date as may be notified by the SEBI or the RBI or any other authority from time to time; and
- iii. 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 as the Board may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.”

“RESOLVED FURTHER THAT such of these Securities to be issued, which are not subscribed, may be disposed off by the Board in such manner and on such terms including offering / placing them with Banks / Financial Institutions / Mutual Funds or

otherwise as the Board may deem fit and proper in its absolute discretion.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee or Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with the relevant Rules (including any statutory modifications and re-enactments thereof for the time being in force) the Articles of Association of the Company be replaced with the new set of Articles of Association.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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

“RESOLVED THAT in supersession of the earlier resolution passed under the erstwhile Section 293(1)(d) of the Companies Act, 1956, consent of the Company be and is hereby accorded in terms of Sections 180(1)(c) and 180(2) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors by this resolution) to raise or borrow, for and on behalf of the Company, any sum or sums of money from time to time from State or Central Government or one or more bodies corporate or Banks or Financial Institutions or Overseas Corporate Bodies or Foreign Financial Institutions or any other agency, either domestic or foreign or the public either Resident/Non-resident by way of cash credit, advances, deposits or bridge loans, term loans or any other loans either in Indian Currency or in foreign currency, whether unsecured or secured by mortgage, charge, hypothecation or pledge of the Company’s assets and properties whether movable and/or immovable or stock-in-trade (including book debts, bills, raw materials, stores and spare parts and components in stock or in transit) and debts and advances, notwithstanding that the sum or sums so borrowed together with the sums, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed in the aggregate of the paid-up capital of the Company and its free reserves, that is to say, Reserves not set apart for any specific purposes so that the total amount upto which the moneys may be so borrowed in excess of the paid up capital and free reserves shall not at any one time exceed Rs.8,000 crore (Rupees Eight Thousand crore only)”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby empowered to do all necessary acts and things, as it may in its absolute discretion deemed fit in order to give effect to this resolution.”

Mumbai
July 23, 2014

By Order of the Board

Manoj Contractor
Company Secretary

Registered Office:

Administration Building, Essar Refinery Complex
Okha Highway (SH – 25), Taluka Khambhalia
District Jamnagar, Gujarat 361 305

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxy forms in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
- Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 22, 2014 to Friday, September 26, 2014 (both days inclusive).
- The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business at item Nos. 7 to 12 of the accompanying Notice is annexed.
- Members desiring any information regarding the accounts are requested to write to the Company at “Essar House”, 11, K. K. Marg, Mahalaxmi, Mumbai 400 034 atleast 7 days before the date of the Meeting to enable the Company to keep the information ready.
- The Notice of AGM along with the Annual Report 2013-2014 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on September 20, 2014.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 7

Shri. Jesper Kjaedegaard has been appointed as an Additional Director of the Company with effect from October 31, 2013. Shri. Kjaedegaard holds office upto the date of the ensuing Annual General Meeting.

Shri. Kjaedegaard has more than 37 years of experience in shipping and ports industry and was CEO of the Maersk Company UK Ltd. before he left the A. P. Moller Group in 2008. He was thereafter appointed as the President of the British Chamber of Shipping and Chairman of Maritime UK, an industry body representing ports, ship owners and companies, maritime insurance, brokers, classification societies and all other aspects of shipping in the UK.

Parallel to this he also joined several Boards as a Non-Executive Director/Chairman of both listed (FTSE) and privately owned companies in UK, Norway, Denmark and Brazil.

Shri. Kjaedegaard started his own Maritime Consulting business in 2008 and now works extensively with ports and investors around the world to build and develop port assets.

Shri. Kjaedegaard has deep experience with projects in India where he served on the Board of Maersk India Pvt. Ltd., for many years and was deeply involved in the development of both Gujarat Pipavav Port Limited in Pipavav and Gateway Terminals in Mumbai. He was also the first Chairman of the Board of Gateway Terminals.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013, with requisite deposit proposing the name of Shri. Kjaedegaard as a candidate for the office of Director of the Company.

The Board is of the opinion that the appointment of Shri. Kjaedegaard would be in the best interest of the Company. The Board accordingly recommends the resolution at Item No.7 of the accompanying notice for your approval.

None of the Directors other than Shri. Kjaedegaard are concerned or interested in the resolution at Item No. 7 of the accompanying Notice.

Item No. 8

Your Company develops and operates ports and terminals and is one of India's largest private-sector port company by capacity and throughput. Your Company provides these services through its subsidiaries which provide port and terminal services for liquid, dry bulk, break bulk, general cargo and small volumes of container cargo for specialised project equipment, with an existing aggregate capacity of 104 million metric tons per annum (MMTPA) across facilities located at Vadinar and Hazira in the State of Gujarat and Paradip in the State of Odisha and which is planned to be increased to 194 MMTPA.

Managing these facilities require expertise and experience. In view of the same, the Board of Directors at their meeting held on July 4, 2011 had appointed Shri. Kamla Kant Sinha as a Director on the Board of the Company.

The Board of Directors at their meeting held on July 4, 2011 had also appointed Shri. Sinha as a Wholetime Director of the Company for a period of three years with effect from July 4, 2011. Subsequently, the

members of the Company at their thirty-fifth Annual General Meeting held on September 9, 2011 had approved the appointment and payment of remuneration to Shri. Sinha.

The term of office of Shri. Sinha ended on July 3, 2014.

The Nomination and Remuneration Committee of the Board at their meeting held on May 14, 2014 has recommended to the Board the re-appointment and the remuneration payable to Shri. Sinha. Subsequently, the Board of Directors at their meeting held on May 15, 2014 have re-appointed Shri. Sinha as a Wholetime Director of the Company for a period of three years from July 4, 2014.

Shri. Sinha has done his B.Sc (Engg.) in Mechanical Engineering from BIT, Sindri and has obtained his Masters in Business Administration from FMS, University of Delhi.

Shri. Sinha has over 35 years experience with industry majors such as Petronet India Ltd., Indian Oil Corporation Limited and Bokaro Steel Limited.

Prior to joining Essar, he was the Managing Director at Petronet India Limited, a position he held since 2000.

Shri. Sinha has served Indian Oil Corporation for over 27 years in various capacities. As Executive Director, IOC he was responsible for implementation of the entire pipeline projects of IOC.

Shri. Sinha has been associated with Vadinar Oil Terminal Limited, a subsidiary of the Company since September 2006 in various capacities.

Shri. Sinha is on the Board of various other public limited companies such as Petronet India Limited, Vadinar Oil Terminal Limited, Vadinar Ports & Terminals Limited, Essar Paradip Terminals Limited, Essar Bulk Terminal Limited, Essar Bulk Terminal (Salaya) Limited, Essar Bulk Terminal Paradip Limited, Essar Vizag Terminals Limited and Essar Dredging Limited.

Shri. Sinha is also a member of the Audit Committee of Essar Bulk Terminal Paradip Limited, Vadinar Ports & Terminals Limited and Essar Paradip Terminals Limited.

The gist of material terms relating to his appointment are as follows:

- a. Basic salary in the range of Rs. 4,62,000/- to Rs.6,95,000/- per month.
- b. In addition to the Basic Salary, Shri. Sinha shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof; House Maintenance Allowance together with reimbursement of expenses/ allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; education allowance; leave travel concession for self and his family including dependents; club fees, premium for medical insurance, commission and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors or such other authority as may be delegated by the Board of Directors from time to time up to the limit of Rs. 11,80,000/- per month. As per the rules of the Company, Shri. Sinha will be eligible for Provident Fund, Gratuity and Superannuation, which payments shall not be included for

the purpose of calculation of the Managerial Remuneration.

- c. Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of Shri. Sinha, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above.
- d. Shri. Sinha shall not be paid any sitting fees for attending the meetings of the Board or any Committee(s) thereof.
- e. Shri. Sinha shall be bound by the non-compete and confidentiality provisions as applicable to the members of the Board.
- f. Shri. Sinha shall cease to be a Director if he ceases to be an employee.
- g. Either party shall be entitled to terminate the employment by giving not less than three calendar months prior notice in writing in that behalf to the other party, provided that the Company shall be entitled to terminate Shri. Sinha's employment at any time by payment to him of three months basic salary in lieu of such notice.
- h. Shri. Sinha shall not be entitled to any compensation under the Act, in the event of loss of office as Wholetime Director in terms of the resolution.

The remuneration proposed for Shri. Sinha is in line with industry standard.

The Board is of the opinion that the re-appointment of Shri. Sinha would be in the best interest of the Company. The Board accordingly recommends the resolution at item No. 8 of the accompanying notice for your approval.

None of the Directors other than Shri. Sinha are concerned or interested in the resolution at item No. 8 of the accompanying Notice.

Item No. 9

Your Company develops and operates ports and terminals and is one of India's largest private-sector port company by capacity and throughput. Your Company provides these services through its subsidiaries which provide port and terminal services for liquid, dry bulk, break bulk, general cargo and small volumes of container cargo for specialised project equipment, with an existing aggregate capacity of 104 million metric tons per annum (MMTPA) across facilities located at Vadinar and Hazira in the State of Gujarat and Paradip in the State of Odisha and which is planned to be increased to 194 MMTPA.

Financial management of the above facilities is crucial, hence the Nomination and Remuneration Committee of the Board at their meeting held on May 14, 2014 has recommended the appointment and the remuneration payable to Shri. Bali as the Wholetime Director and Chief Financial Officer designated as Director Finance of the Company for a period of three years with effect from May 15, 2014. of the Company. The Board of Directors at their meeting held on May 15, 2014 have thereafter appointed Shri. A. S. Bali as an Additional Director and Chief Financial Officer (in wholetime employment) of the Company for a period of three years with effect from May 15, 2014.

Shri. Bali is B.Com. (Hons) from Delhi University and MBA & MS (Finance) from Northern Illinois University, USA.

Shri. Bali has over 25 years of rich and varied experience in financial markets with Fortune 100 companies viz., American Express Bank Ltd., GE Capital, Standard Chartered Bank Plc. etc.

Shri. Bali was certified Green Belt in Six Sigma during his tenure with GE Capital and is also a certified Risk Professional, a prerequisite for

senior management role with American Express Bank with advanced risk management training.

Shri. Bali is also engaged in community activities as Chief Trustee, Musafir, an NGO for Rural Development, Settlor for Bhai Vir Singh Education Trust, engaged in assisting under privileged children completing school education among others.

Prior to joining the Company, Shri. Bali was the Head, Investor Relations – Asia of Essar Group.

The gist of material terms relating to his appointment are as follows:

- a. Basic salary in the range of Rs. 3,60,000/- to Rs. 4,50,000/- per month.
- b. In addition to the Basic Salary, Shri. Bali shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof; House Maintenance Allowance together with reimbursement of expenses/ allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; education allowance; leave travel concession for self and his family including dependents; club fees, premium for medical insurance, commission and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors or such other authority as may be delegated by the Board of Directors from time to time up to the limit of Rs. 14,25,000/- per month. As per the rules of the Company, Shri. Bali will be eligible for Provident Fund, Gratuity and Superannuation, which payments shall not be included for the purpose of calculation of the Managerial Remuneration.
- c. Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of Shri. Bali, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above.
- d. Shri. Bali shall not be paid any sitting fees for attending the meetings of the Board or any Committee(s) thereof.
- e. Shri. Bali shall be bound by the non-compete and confidentiality provisions as applicable to the members of the Board.
- f. Shri. Bali shall cease to be a Director if he ceases to be an employee.
- g. Either party shall be entitled to terminate the employment by giving not less than three calendar months prior notice in writing in that behalf to the other party, provided that the Company shall be entitled to terminate Shri. Bali's employment at any time by payment to him of three months basic salary in lieu of such notice.
- h. The term of the Wholetime Director may be terminated by either party (Company or the Wholetime Director) by giving the other three months prior notice of termination in writing.
- i. Shri. Bali shall not be entitled to any compensation under the Act, in the event of loss of office as Wholetime Director in terms of the resolution.

The remuneration proposed for Shri. Bali is in line with industry standard.

The Board is of the opinion that the appointment of Shri. Bali would be in the best interest of the Company. The Board accordingly recommends the resolution at item No. 9 of the accompanying notice for your approval.

None of the Directors other than Shri. Bali are concerned or interested in the resolution at item No. 9 of the accompanying Notice.

Item No. 10

Your Company develops and operates ports and terminals and is one of India's largest private-sector port company by capacity and throughput. Your Company provides these services through its subsidiaries which provide port and terminal services for liquid, dry bulk, break bulk, general cargo and small volumes of container cargo for specialised project equipment, with an existing aggregate capacity of 104 million metric tons per annum (MMTPA) across facilities located at Vadinar and Hazira in the State of Gujarat and Paradip in the State of Odisha and which is planned to be increased to 194 MMTPA.

Execution of various projects of the subsidiary companies require considerable amount of equity.

In order to meet the funding needs for the expansions plans mentioned above, including but not limited to meeting the equity needs of the Company for further organic and inorganic expansions and reducing the debt, the Company is exploring various options to raise fresh capital by issuance of either Equity Shares and / or Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs) or any other security ("Securities") of the Company either by way of a public issue or a private placement (including a Qualified Institutional Placement in accordance with Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Institutional Placement Programme or such other mode / methods as may be permitted.

The detailed terms and conditions for the issue / offering will be determined in consultation with the lead managers, consultants, advisors and / or such other intermediaries as may be appointed for the issue / offer. Wherever necessary and applicable, the pricing of the issue / offer will be finalised in accordance with applicable guidelines in force, of the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other appropriate authorities.

The size of any of the above issue / offering of Securities is proposed to be upto an aggregate amount not exceeding US\$ 1,000,000,000.00 (United States Dollar One Billion only) or equivalent amount in Indian or any other currency (inclusive of such premium as may be determined) to be issued in one or more tranches.

The Securities issued pursuant to the issue / offering may be listed on the Indian stock exchange(s) and / or internationally recognised stock exchange(s).

Section 42 of the Companies Act, 2013 provides, inter alia, that whenever the Company proposes to increase its subscribed capital by further issue / offer and allotment of shares, such shares shall be offered to the existing members of the Company in the manner laid down in the said Section, unless the members decide otherwise by a special resolution.

Accordingly, the consent of the members is being sought pursuant to the provisions of Section 42 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Agreement(s) executed by the Company with the stock exchange(s), authorising the Board of Directors and / or a Committee thereof to issue the Securities, as stated in the resolution, which would result in issuance of shares of the Company to persons other than the existing members of the Company.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution. The Board recommends the Special Resolution at item No. 10 of the accompanying notice for approval by the members.

Item No. 11

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956. The Companies Act, 1956 has since been replaced with the Companies Act, 2013 (the 'Act'). Some Articles in the existing AOA are no longer in conformity with the Act. Hence, several provisions of the AOA which have become redundant either under the Companies Act, 1956 or with the coming into force of the Act, need to be deleted/altered.

In light of the same, it is proposed to replace the current Articles with a fresh set of Articles so as to comply with the requirements of the Act.

The revised Articles will be available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days upto the date of Annual General Meeting. They shall also be available on the website of the Company at www.essar.com

The Directors recommend the Resolution at item No. 11 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company are directly or indirectly concerned or interested in this Resolution.

Item No. 12

Your Company develops and operates ports and terminals and is one of India's largest private sector port company by capacity and throughput with an existing capacity of 104 million metric tons per annum (MMTPA) across facilities which is planned to be increased to 194 MMTPA.

Your Company operates in the infrastructure space which is highly capital intensive in nature.

The Members of the Company have earlier approved borrowings by the Company of Rs. 4,000 crore in excess of the paid up share capital and free reserves under Section 293(1)(d) of the erstwhile Companies Act, 1956 by way of an ordinary resolution.

Section 180(1)(c) of the Companies Act, 2013 (the Act) however requires the approval of the Members to borrow in excess of the paid up share capital and free reserves by way of a special resolution.

In view of the various expansion plans of the Company, your Board also proposes to enhance the borrowing limits to Rs. 8,000 crore in excess of the paid up share capital and free reserves from time to time.

The approval of the Members is therefore sought to raise or borrow, for and on behalf of the Company any sum or sums of money from time to time from State or Central Government or one or more bodies corporate or Banks or Financial Institutions or Overseas Corporate Bodies or Foreign Financial Institutions or any other agency, either domestic or foreign or the public by way of a special resolution pursuant to Sections 180(1)(c) and 180(2) of the Act.

The Directors recommend the Resolution at item No. 12 of the accompanying Notice for approval of the Members of the Company.

None of the Directors of the Company are directly or indirectly concerned or interested in this Resolution.

By Order of the Board

Mumbai
July 23, 2014

Manoj Contractor
Company Secretary

Registered Office:
Administration Building
Essar Refinery Complex, Okha Highway (SH – 25)
Taluka Khambhalia, Jamnagar, Gujarat 361 305

ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment at the Thirty-Eighth Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.

SHRI. DEEPAK KUMAR VARMA

Shri. Deepak Kumar Varma is B.E. (Mechanical) and MBA by qualification. He is a Management Consultant and Arbitrator by profession and is a member of the Indian Council of Arbitrators.

During his career Shri. Varma has held various senior management positions in Steel Authority of India Limited, Chairman and Managing Director of Hindustan Shipyard Limited, Chairman and Managing Director of Cochin Shipyard Limited, Managing Director of National Ship Design & Research Centre (NSDR), Chairman and Managing Director of Rashtriya Chemical & Fertilizers Limited, Chairman and Managing Director of Fertilizers & Chemicals (Cochin), Director & Group Leader of Oman India Fertilizers (OMIFCO), Chairman of the Standing Conference of Public Enterprises, the Apex Body of all Central PSU's.

Shri. Varma has rich experience in the fields of Construction, Project Implementation (Marine, Shipping, Shipbuilding & Offshore Construction), Oil Field Equipments Manufacturing (Steel, Chemical and Fertilizer / Petrochemical), Communication and Corporate Governance.

Shri. Varma is also a Director on the Board of various other Indian public limited companies such as Matix Fertilisers and Chemicals Limited, Essar Bulk Terminal Limited and Essar Bulk Terminal Paradip Limited.

Shri. Varma is also a member of the Audit Committee of Essar Ports Limited, Essar Bulk Terminal Limited and Matix Fertilisers and Chemicals Limited. He is also a member of the Stakeholders Relationship Committee of Essar Ports Limited.

Shri. Varma does not hold any shares in the Company.

SHRI. RAJIV AGARWAL

Shri. Agarwal is a Chartered Accountant, Cost and Works Accountant and Company Secretary by qualification with over 28 years of rich and varied experience in industries like Retail, BPO, Telecom, Manmade fibres, Shipping and Logistics etc., and has successfully led businesses as CEO since 1992, mainly in telecom services and shipping, logistics and ports sectors.

Shri. Agarwal was the Chief Executive Officer of Modi Champion during 1992-94 and Joint Managing Director of Modi Korea Telecom during 1994-97. He joined the Essar Group in 1997 as Chief Operating Officer in Essar Telecom. Shri. Agarwal served on the Board of public listed companies in India and United States of America. Shri. Agarwal has held the position of Chief Financial Officer and Executive Director on the Board of this Company during 1998-2002.

Shri. Agarwal was the President of IndoRama Synthetics Limited during 2002-2004. Shri. Agarwal held the position of CEO and Director of The Mobile Store Limited and created a well recognised and strong Indian Telecom Brand in just 2 years.

Shri. Agarwal has won a series of accolades and awards including CEO of the Year Award – 2009 Asia Retail Congress, Retail Professional

of the Year:2008 at Franchise India and Best Retailer in Telecom Segment – over 2 years in India Retail Forum.

Shri. Agarwal is currently a Director on the Board of following other public limited companies viz., Essar Bulk Terminal Limited, Vadinar Oil Terminal Limited, Vadinar Ports & Terminals Limited, Essar Bulk Terminal Paradip Limited, Essar Bulk Terminal (Salaya) Limited, Essar Paradip Terminals Limited, Essar Dredging Limited and Essar Vizag Terminals Limited.

Shri. Agarwal is also member of the Audit Committee of Essar Bulk Terminal Limited, Vadinar Oil Terminal Limited, Vadinar Ports & Terminals Limited, Essar Bulk Terminal Paradip Limited, Essar Bulk Terminal (Salaya) Limited and Essar Paradip Terminals Limited.

Shri. Agarwal does not hold any shares in the Company.

SHRI. JAN ADAM

Shri. Jan Adam has studied Economics at the University of Antwerp and has specialised in Accountancy from the University of Gent.

Presently Shri. Adam is the Chief Financial Officer of the Antwerp Port Authority.

Shri. Adam joined the Antwerp Port Authority as Chief Financial Officer in 2001 with overall responsibility over the finance departments, IT, port dues, in house logistics and car fleet. He was also responsible for the department of concessions upto 2005. He also supervised the HR department for a year and a half.

After a stint with the military services, Shri. Adam was associated with Coopers & Lybrand (now Price Waterhouse Coopers) from 1986 to 2001 as financial auditor. He obtained professional qualification as Statutory Auditor for the period 1991 – 2001.

Shri. Adam is also a Director on the Board of Port of Antwerp International UK Limited, Port of Antwerp International NV, Amaris NPO, Deurganckdoksluis NV, Wind aan de Stroom NV and GZA npo. Shri. Adam is also the Chairman of the Audit Committee of GZA npo.

Shri. Adam does not hold any shares in the Company.

SHRI. JESPER KJAEDEGAARD

Shri. Kjaedegaard has more than 35 years of experience in shipping and ports industry and was C.E.O of the Maersk Company UK Ltd. Before he left the A. P. Moller Group in 2008. He was thereafter appointed as the President of the British Chamber of Shipping and Chairman of Maritime UK, an industry body representing ports, ship owners and companies, maritime insurance, brokers, classification societies and all other aspects of shipping in the UK.

Parallel to this he also joined several Boards as a Non-Executive Director/Chairman of both listed (FTSE) and privately owned companies in UK, Norway, Denmark and Brazil.

Shri. Kjaedegaard started his own Maritime Consulting business in 2008 and now works extensively with ports and investors around the world to build and develop port assets.

Shri. Kjaedegaard has deep experience with projects in India where he served on the Board of Maersk India Pvt. Ltd., for many years and was deeply involved in the development of both Gujarat Pipavav Port Limited in Pipavav and Gateway Terminals in Mumbai. He was also the first Chairman of the Board of Gateway Terminals.

The Company has received a notice from a member under Section 257 of the Companies Act, 1956, with requisite deposit proposing the name of Shri. Kjaedegaard as a candidate for the office of Director of the Company.

Shri. Kjaedegaard does not hold any shares in the Company.

SHRI. KAMLA KANT SINHA

Shri. Sinha has done his B.Sc (Engg.) in Mechanical Engineering from BIT, Sindri and has obtained his Masters in Business Administration from FMS, University of Delhi.

Shri. Sinha has over 35 years experience with industry majors such as Petronet India Ltd., Indian Oil Corporation and Bokaro Steel Limited.

Prior to joining Essar, he was Managing Director at Petronet India Limited, a position he held since 2000.

Shri. Sinha has served Indian Oil Corporation for over 27 years in various capacities. As Executive Director, IOC he was responsible for implementation of the entire pipeline projects of IOC.

Shri. Sinha has been associated with Vadinar Oil Terminal Limited, a subsidiary of the Company as CEO & Wholtime Director since September 2006.

Shri. Sinha is on the Board of various other public limited companies such as Vadinar Oil Terminal Limited, Vadinar Ports & Terminals Limited, Essar Paradip Terminals Limited, Essar Bulk Terminal Limited, Essar Bulk Terminal (Salaya) Limited and Essar Bulk Terminal Paradip Limited, Essar Vizag Terminals Limited and Essar Dredging Limited.

Shri. Sinha is also a Member of the Audit Committee of Essar Bulk Terminal Paradip Limited, Vadinar Ports & Terminals Limited and Essar Paradip Terminals Limited.

Shri. Sinha does not hold any shares in the Company.

SHRI. AMARDEEP SINGH BALI

Shri. Bali is a B.Com (Hons) from Delhi University and M.B.A & MS (Finance) from Northern Illinois University, USA.

Shri. Bali has over 25 years of rich and varied experience in financial markets with Fortune 100 Companies viz., American Express Bank Ltd, GE Capital, Standard Chartered Bank Plc. etc.

Shri. Bali has strong leadership qualities and demonstrated management excellence in Banking and Non Banking Finance Companies. He has geographically diverse work experience having worked in Canada, US, Indonesia, and India. Shri. Bali has strong social and professional networking skills, socially responsible with experience in managing NGOs engaged in Education and Rural Development, and Youth empowerment through Vocational Training (Finance).

After his stint with the Banking Industry, Shri. Bali joined Essar Services India Limited as Head, Investor Relations, Asia, responsible for establishing new and deepening exciting Investor Relations. Shri. Bali

was also responsible for identifying and addressing market concerns relating to Essar Group and plug gaps/add value where possible to Business IR and Group in General.

Prior to this, Shri. Bali was a Promoter Director of Fore Consultants (P.) Ltd., a boutique advisory and consulting firm engaged in strategy, financial management of mid sized companies and Tourism Infrastructure Development.

Shri. Bali has been associated with Standard Chartered Bank, Plc. (SCB) in various capacities such as Head - South Asia, Head Commercial Real Estate, Regional Executive North and Senior Banker.

Shri. Bali was also associated with GE Capital Services (India) – GECSI for 5 years as VP & Head-Construction Financing; VP & Head-Managed Assets Group; and VP & Head-Corporate Accounts.

Shri. Bali was also associated with American Express Bank Ltd. (AEBL) as Director, Corporate Banking, Vilas Investments Inc. Illinois, USA and Markham Computers Inc., Canada (MCI).

Shri. Bali was certified Green Belt in Six Sigma during his tenure with GE Capital and is also a certified Risk Professional, a prerequisite for senior management role with American Express Bank with advanced risk management training.

Shri. Bali is also engaged in community activities as Chief Trustee, Musafir, an NGO for Rural Development, Settlor for Bhai Vir Singh Education Trust, engaged in assisting under privileged children completing school education among others.

Shri. Bali is a Non-Executive Director of Oriental Insurance Company Limited.

Shri. Bali also completed various training courses such as through RBI Training College Credit Appraisal & Working Capital Assessment, Credit Derivatives, Corporate Finance, Treasury, Foreign Exchange and Derivatives, Banking Law and Practice, Consultative Selling Skills, Leadership Essentials and Interviewing Skills.

Shri. Bali has received various awards viz., Best Leader Award, GE Leadership excellence, Best Region Award, various Performance Awards, Chairman's Quality Award and other several management recognition awards for Team.

Shri. Bali is on the Board of various other public limited companies such as Vadinar Oil Terminal Limited, Vadinar Ports & Terminals Limited, Essar Paradip Terminals Limited, Essar Bulk Terminal Limited, Essar Bulk Terminal (Salaya) Limited, Essar Bulk Terminal Paradip Limited, Essar Vizag Terminals Limited, Essar Dredging Limited and Oriental Insurance Company Limited.

Shri. Bali does not hold any shares in the Company.

ESSAR PORTS LIMITED

Registered Office: Administration Building, Essar Refinery Complex, Okha Highway (SH – 25),
Taluka Khambhalia, Dist. Jamnagar, Gujarat - 361305.

E-VOTING LETTER

Serial No. :

Name & Registered address of the Sole / First named Member :
Name(s) of the Joint Member(s), if any :
Registered Folio No. / DP ID & Client ID No. :
Number of Shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to Clause 35B of the Listing Agreement, Essar Ports Limited is pleased to offer e-voting facility to its members in respect of all business to be transacted at the 38th Annual General Meeting of the Company scheduled to be held on Friday, September 26, 2014 at 2.00 p.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorised agency to provide e-voting facilities. Your e-voting particulars are set out below:

EVEN (e-voting event number)	User ID	Password
101053		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
September 18, 2014 at 9.00 am (IST)	September 20, 2014 at 6.00 pm (IST)

Please read the instructions printed below before exercising your vote.

This communication is an integral part of the Notice for the Annual General Meeting to be held on September 26, 2014.

Instructions and other information relating to e-voting are as under :

1. Open the internet browser by typing the URL: <https://www.evoting.nsdl.com>.
2. Click on Shareholder – Login.
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
4. If you are logging in for the first time, please enter the User ID and Password provided in this document.
5. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your Password confidential.
6. Once the e-voting home page opens, click **e-voting > Active Voting Cycles**.
7. Select e-voting Event Number (EVEN) of Essar Ports Limited. Now you are ready for e-voting as **Cast Vote** page opens.
8. Cast your vote by selecting appropriate option and click on **Submit** and also **Confirm** when prompted.
9. Once the vote is cast the member shall not be allowed to change it subsequently.
10. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are 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.
11. 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.

Other Instructions:

- i. The e-voting commences on September 18, 2014 (9.00 am IST) and ends on September 20, 2014 (6.00 pm IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on August 22, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- iii. Mr. Bhavin Mehta, Practising Company Secretary (Membership No. FCS 5160) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
- v. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on August 22, 2014.
- vi. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.essarports.com and on the website of NSDL within two days of passing of the resolutions at the 38th Annual General Meeting of the Company on September 26, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited.

Registered Office:

Administration Building
Essar Refinery Complex
Okha Highway (SH – 25)
Taluka Khambhalia
Dist. Jamnagar
Gujarat – 361305
Mumbai, August 27, 2014

By Order of the Board
For Essar Ports Limited

Manoj Contractor
Company Secretary