

September 29, 2014

BSE LIMITED

Department of Corporate Services
Phiroz Jeejeebhoy Towers
Dalal Street, Mumbai 400 023
Fax – 0022-22723121/22723719

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

National Stock Exchange of India Limited

Exchange Plaza
Bandra – Kurla Complex
Bandra (East), Mumbai – 400 051
Fax – 022-26598237/26598238

Dear Sir,

Sub: Proceedings of Thirty – Eighth Annual General Meeting

As required under Clause 31 of the Listing Agreement, we forward herewith the Proceedings of the Thirty – Eighth Annual General Meeting of Essar Ports Limited held on Friday, September 26, 2014 at the Registered Office of the Company at Jamnagar.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,

FOR ESSAR PORTS LIMITED



**MANOJ CONTRACTOR
COMPANY SECRETARY**



PROCEEDINGS OF THE THIRTY - EIGHTH ANNUAL GENERAL MEETING OF ESSAR PORTS LIMITED HELD ON FRIDAY, SEPTEMBER 26, 2014 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, ADMINISTRATIVE BUILDING, ESSAR REFINERY COMPLEX, OKHA HIGHWAY (SH-25), KHAMBALIA TALUKA, JAMNAGAR, GUJARAT

1. Mr. P. K. Srivastava, Chairman of the Board chaired the Meeting and conducted the proceedings.
2. The Chairman announced that 50 Members were present in person and through proxy. After confirming that the requisite quorum was present, the Chairman called the Meeting to order.
3. With the permission of the Members present, the Notice convening the Meeting was taken as read. The Company Secretary thereafter read the Auditors Report. The Chairman also informed the Members that the Register of Directors' Shareholding and Proxy Register as required under the Companies Act, 2013 were kept open for inspection.

The certificate dated September 24, 2014 received from the Statutory Auditors of the Company, certifying that the Employees Stock Option Scheme of the Company was implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option scheme & Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time was available at the meeting.

4. The Chairman thereafter delivered his speech and informed the Members that the Companies Act, 2013 and the Rules made thereunder having come into force w.e.f. April 1, 2014, the proceedings of the Annual General Meeting (AGM) were to be carried out in compliance of the same.
5. The Chairman informed the Members that the Company had provided e-Voting facility through NSDL E-Voting platform, to the Members to exercise their right to vote on the business transacted at the 38th Annual General Meeting between September 18, 2014 and September 20, 2014. He also informed that Mr. Bhavin Mehta, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the e-Voting and poll process in a fair and transparent manner.
6. The Chairman then requested the Members present to raise queries, if any, on the Audited Accounts and other related matters.
7. The Chairman informed the Members that those Members who had not voted through electronic means could vote through the poll process to be conducted as per the requirements of the Companies Act, 2013 and the Rules made thereunder.
8. Prior to the commencement of polling, the Company Secretary guided the members on the Poll process.
9. The Chairman, thereafter, took up the items listed in the Notice. The Chairman requested the Members present including proxies, to cast their votes through Ballot.
10. The Chairman allowed sufficient time for the members to exercise their vote.



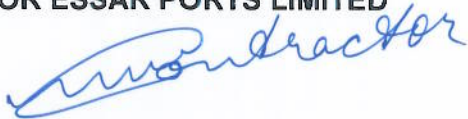
11. The Chairman informed the members that based on the Scrutinizer's Report, the Results (e-voting and polling) will be announced and the same will be available on the website of the Company and NSDL.
12. Based on the Scrutinizers Report the Voting Results are being intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Equity Listing Agreement and the same is also being uploaded on the website of the Company and National Securities Depositories Limited.
13. A summary of the results is furnished below:

SR. NO.	Particulars	Type of Resolution	% Votes in Favour	% Votes Against
1.	ADOPTION OF BALANCE SHEET, STATEMENT OF PROFIT AND LOSS, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014.	ORDINARY RESOLUTION	100.00	0.00
2.	DECLARATION OF DIVIDEND AT 5% FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014.	ORDINARY RESOLUTION	100.00	0.00
3.	RE-APPOINTMENT OF SHRI. DEEPAK KUMAR VARMA (DIN NO. 00213394), INDEPENDENT DIRECTOR.	ORDINARY RESOLUTION	100.00	0.00
4.	RE-APPOINTMENT OF SHRI. RAJIV AGARWAL (DIN NO. 00903635), MANAGING DIRECTOR.	ORDINARY RESOLUTION	100.00	0.00
5.	RE-APPOINTMENT OF SHRI. JAN ADAM (DIN NO. 05287357), DIRECTOR.	ORDINARY RESOLUTION	100.00	0.00
6.	RE-APPOINTMENT OF MESSRS. DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS, AHMEDABAD HAVING REGISTRATION NO. 117365W AS STATUTORY AUDITORS OF THE COMPANY.	ORDINARY RESOLUTION	100.00	0.00



7.	APPOINTMENT OF SHRI. JESPER KJAEDEGAARD (DIN 00529039) AS AN INDEPENDENT DIRECTOR LIABLE TO RETIRE BY ROTATION.	ORDINARY RESOLUTION	100.00	0.00
8.	RE-APPOINTMENT OF SHRI. K. K. SINHA (DIN 00009113) AS A WHOLETIME DIRECTOR AND REMUNERATION PAYABLE TO HIM.	SPECIAL RESOLUTION	100.00	0.00
9.	APPOINTMENT OF SHRI. AMARDEEP SINGH BALI (DIN 02207863) AS A DIRECTOR (WHOLETIME) AND REMUNERATION PAYABLE TO HIM.	SPECIAL RESOLUTION	100.00	0.00
10.	APPROVAL FOR ISSUE OF BONDS / EQUITY / OTHER DEBT INSTRUMENTS, ETC. IN DOMESTIC AND/OR FOREIGN MARKETS FOR AN AMOUNT NOT EXCEEDING US\$ 1 BILLION OR IN EQUIVALENT OTHER CURRENCY.	SPECIAL RESOLUTION	99.43	0.57
11.	ADOPTION OF REVISED ARTICLES OF ASSOCIATION OF THE COMPANY.	SPECIAL RESOLUTION	100.00	0.00
12.	APPROVAL FOR BORROWING IN EXCESS OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY.	SPECIAL RESOLUTION	100.00	0.00

FOR ESSAR PORTS LIMITED



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COMPANY SECRETARY**

