



**Essar Shipping & Logistics
Limited**
Omega Court
4, Rigas Fereos Street
3720 Limassol
Cyprus
T + 357 25 376 886
F + 357 25 374 930
www.essar.com

May 31, 2013

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra
Mumbai - 400 051

Dear Sirs,

Sub: Announcement of the floor price for the proposed offer for sale of equity shares of Essar Ports Limited by its promoter, Essar Shipping & Logistics Limited (the "Announcement")

Essar Shipping & Logistics Limited (the "**Seller**"), a company duly incorporated under the laws of Cyprus and having its registered office at Riga Feraiou, 4, Omega Court, 1st floor, P.C. 3095, Limassol, Cyprus and the promoter of Essar Ports Limited (the "**Company**"), proposes to sell an aggregate of 32,46,754 equity shares of the face value of Rs.10 each (the "**Sale Shares**"), on the separate windows provided by the BSE Limited (the "**BSE**") for this purpose (such sale referred to hereinafter as the "**Sale**") in terms of the circular (No. CIR/MRD/DP/18/2012) dated July 18, 2012 issued by the Securities and Exchange Board of India (the "**SEBI**") on 'Comprehensive Guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism', as amended by the circular (No. CIR/MRD/DP/04/2013) dated January 25, 2013 and circular (no. CIR/MRD/DP/17/2013) dated May 30, 2013 issued by the SEBI and read with Section 21 of Annexure I of the Master Circular for Stock Exchange – Cash Market (No. CIR/MRD/DP/14/2013) dated April 17, 2013 issued by SEBI (the "**Circular**"), the Notice No. 20130129-23 dated January 29, 2013 issued by the BSE.

In this regard, the Seller has submitted a notice dated May 31, 2013 (the "**Notice**") to the BSE and the National Stock Exchange of India Limited. As set out in the Notice, the Seller has opted to publicly disclose the floor price for the Sale Shares.

Pursuant to Clause 5(c)(i) of the Circular and the Notice, the Seller now wishes to declare that the floor price for the Sale Shares shall be Rs. 77 (Rupees Seventy Seven) per Sale Share (the "**Floor Price**").

The Seller requests you to disseminate the Floor Price to the market in accordance with the Circular.



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Please note:

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) who makes a bid (each a “**Bidder**”) and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be filed with any regulatory authority within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the “**Companies Act**”) or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a “prospectus” or an offer document with the Registrar of Companies in India, SEBI, the Stock Exchanges or any other regulatory or listing authority in India or abroad, under the Companies Act and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on the Circular and subject to the circulars, rules and regulations of the BSE. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information, together with the information contained in this Announcement, and any information available on the stock exchanges or with SEBI and previously published by the Company. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders.

This Announcement is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (“**Other Jurisdiction**”) in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Announcement and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Sale.

This Announcement and the information contained herein are not for publication or distribution in the United States of America and is not an offer for sale within the United States of America of any equity shares or other securities of the Company. Securities of the Company may not be offered or sold in the United States of America absent registration under U.S. Securities Act of 1933, as amended (the “**Securities Act**”), unless exempt from registration under the Securities Act. The Sale Shares will be offered only outside the United States of America in an offshore transaction pursuant to Regulation S under the Securities Act. Purchasers of Sale Shares are hereby advised that any resale



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of such shares must be made in accordance with an exemption from the registration requirements under the securities laws of the United States of America.

By submitting a bid in connection with the Sale or receiving the Sale Shares, Bidders will be deemed to have read and understood this Announcement in its entirety and to be accepting of the terms and conditions set out in this Announcement.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder will be deemed to have (a) read and understood this Announcement in its entirety, (b) accepted and complied with the terms and conditions set out in this Announcement, and (c) represented, agreed and acknowledged that they are, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, and (i) located outside the United States (within the meaning of Regulation S), (ii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S and (iii) not an affiliate of the Company's or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States, (b) has engaged or will engage in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares or (c) has engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares.

Thanking you,

Yours sincerely,
For Essar Shipping & Logistics Limited

Authorised Signatory