

## **Essar Ports Limited**

### **CORRIGENDUM TO NOTICE OF 47TH ANNUAL GENERAL MEETING**

This Corrigendum is being issued by **Essar Ports Limited** ("Company") for convening an Annual General Meeting of the Shareholders of the Company ("**AGM**") on **Friday, 04<sup>th</sup> August, 2023 at 3:00 P.M.(IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at Salaya Administrative Building, ER-2 Building, Salaya, Taluka Khambhalia, District Devbhomi Dwarka, Jamnagar Gujarat, 361305 India shall be deemed as the venue for the Meeting.

This Corrigendum is being issued in conjunction with the Notice dated 10<sup>th</sup> July, 2023 convening the 47<sup>th</sup> AGM of the Company. The Notice of the AGM was dispatched to all the shareholders of the Company on 12<sup>th</sup> July, 2023 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs.

This Corrigendum shall form an integral part of the AGM Notice. All the content/ information mentioned in the AGM Notice shall remain unchanged. The AGM Notice should be read in continuation of and in conjunction with this corrigendum. Accordingly, all concerned shareholders, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

Members are requested to note the Item No. 4 along with explanatory statement attached thereto as under and a Corrigendum to Notice of 47th Annual General Meeting shall be sent to all the shareholders to whom the notice of 47th Annual General Meeting has been sent and the said corrigendum shall also be published in the newspaper and uploaded on the website of the Company i.e. [www.essarports.com](http://www.essarports.com) .

#### **ITEM NO.4 To consider and reappoint Capt. Bhupinder Singh Kumar (DIN: 00284649) as an Independent Director of the Company for a second term of five consecutive years.**

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

"RESOLVED THAT pursuant to Section 149,150, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules 2014, as amended from time to time, Capt. Bhupinder Singh Kumar (DIN 00284649), Independent Director of the Company, whose office is liable to expire

on September 23, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the rules made thereunder 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 an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from September 24, 2023 and the term shall not be subject to liable to retire by rotation.”

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

#### **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under the Items of the accompanying Notice.

#### **ITEM NO.4 To consider and reappoint Capt. Bhupinder Singh Kumar ((DIN: 00284649) as an Independent Director of the Company for a second term of five consecutive years.**

Capt. Bhupinder Singh Kumar was appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 24, 2018 and his period of office is liable to expire on September 23, 2023.

Pursuant to the provisions of section 149(10), re-appointment of Capt. Bhupinder Singh Kumar for a second term of three consecutive years as an Independent Director requires approval of Members by way of Special Resolution.

Capt. Bhupinder Singh Kumar has vast experience of over 4 decades and has held key positions in the Ports and Shipping Sector. Capt. Kumar had played a key role in the development of the Paradip Port on the East Coast of India and was also associated with Dhamra Port, Hazira Port, Finolex Captive Jetty – Ratnagiri. Capt. Bhupinder Singh Kumar was also a Trustee/Director on the Board of Mumbai Port Trust and Paradip Port Trust besides being associated with Indian National Shipowners Association, Steamship Mutual Bermuda Club - UK, Classification Societies.

Capt. Bhupinder Singh Kumar also holds Directorships in various Indian Public Limited companies.

Capt. Bhupinder Singh Kumar is exempted from taking online proficiency self-assessment test conducted by the institute notified under sub-section (1) of section 150.

The Nomination and Remuneration Committee of the Board is of the opinion that the appointment of Capt. Bhupinder Singh Kumar (DIN 00284649) would be in the best interest of the Company and accordingly the Nomination and Remuneration Committee of the Company has recommended the appointment of Capt. Bhupinder Singh Kumar as an Independent Director for a further period five consecutive years commencing from the September 24, 2023. In the opinion of the Board, Capt. Bhupinder Singh Kumar fulfils the conditions specified in the Companies Act for such an appointment.

The Board is of the opinion that the appointment of Capt. Bhupinder Singh Kumar would be in the best interest of the Company.

The Board accordingly recommends the Special Resolution at Item no. 4 of the accompanying notice for your approval.

None of the Directors other than Capt. Bhupinder Singh Kumar is concerned or interested in the resolution of the accompanying Notice.

Mumbai  
**Date: July 20, 2023**

By Order of the Board

**Sd/-**  
**Simran Ajmani**  
**Company Secretary**  
**M. No.: A51914**

**Registered Office:**  
Salaya Administrative Building  
ER-2 Building, Salaya, Taluka Khambhalia  
District Devbhumi Dwarka,  
Jamnagar, Gujarat 361 305