

**Essar Shipping Limited****Corporate Governance Report for the Quarter Ended June 30, 2015**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
<b>II.</b>	<b>Board of Directors</b>	<b>49 (II)</b>		
(A)	Composition of Board	49 (IIA)	Yes	
(B)	Independent Directors	49 (IIB)	Yes	
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D)	Other provisions as to Board and Committees	49 (IID)	Yes	
(E)	Code of Conduct	49 (IIE)	Yes	
(F)	Whistle Blower Policy	49 (IIF)	Yes	
<b>III.</b>	<b>Audit Committee</b>	<b>49 (III)</b>		
(A)	Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	
(C)	Powers of Audit Committee	49 (IIIC)	Yes	
(D)	Role of Audit Committee	49 (IIID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV.</b>	<b>Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	<b>Yes</b>	
<b>V.</b>	<b>Subsidiary Companies</b>	<b>49 (V)</b>	<b>No</b>	Arkay Logistics Limited became material subsidiary as per accounting year ended March 31, 2015. The Company is taking steps for compliance.
<b>VI.</b>	<b>Risk Management</b>	<b>49 (VI)</b>	<b>Yes</b>	
<b>VII.</b>	<b>Related Party Transactions</b>	<b>49 (VII)</b>	<b>Yes</b>	
<b>VIII.</b>	<b>Disclosures</b>	<b>49 (VIII)</b>		
(A)	Related party transactions	49 (VIIIA)	Yes	
(B)	Disclosure of Accounting Treatment	49 (VIIIB)	Yes	



(C)	Remuneration of Directors	<b>49 (VIII C)</b>	<b>N.A.</b>	Will be complied in Annual Report 2014-15
(D)	Management	<b>49 (VIII D)</b>	<b>N.A.</b>	Will be complied in Annual Report 2014-15
(E)	Shareholders	<b>49 (VIII E)</b>	<b>N.A.</b>	Will be complied in Annual Report 2014-15
(F)	Disclosure of resignation of directors	<b>49 (VIII F)</b>	<b>Yes</b>	
(G)	Disclosure of formal letter of appointment	<b>49 (VIII G)</b>	<b>Yes</b>	
(H)	Disclosures in the Annual report	<b>49 (VIII H)</b>	<b>N.A.</b>	Will be complied in Annual Report 2014-15
(I)	Proceeds from public issues, rights issue, preferential issues, etc	<b>49 (VIII I)</b>	<b>N.A.</b>	
<b>IX.</b>	<b>CEO/CFO/ Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	
<b>X.</b>	<b>Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	49(XA) will be complied in Annual Report 2014-15
<b>XI.</b>	<b>Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	The Certificate shall be attached with Annual Report 2014-15

For Essar Shipping Limited



Hitesh Jain  
**Company Secretary**  
 July 13, 2015

