


**Essar Shipping Limited**

**Corporate Governance Report for the Quarter Ended September 30, 2012**

| Sr. No. | Particulars   | Clause of Listing Agreement | Compliance Status (Yes/No./N.A.) | Remarks |
|---------|---|-----------------------------|----------------------------------|---------|
| I.      | <b>Board of Directors</b>   | 49 I                        | Yes                              |         |
| (A)     | Composition of Board  | 49 (IA)                     | Yes                              |         |
| (B)     | Non-executive Directors' Compensation & Disclosures                   | 49 (IB)                     | Yes                              |         |
| (C)     | Other Provisions as to Board and Committees                           | 49 (IC)                     | Yes                              |         |
| (D)     | Code of Conduct   | 49 (ID)                     | Yes                              |         |
| II.     | <b>Audit Committee</b>  | 49 (II)                     | Yes                              |         |
| (A)     | Qualified & Independent Audit Committee                               | 49 (IIA)                    | Yes                              |         |
| (B)     | Meeting of Audit Committee  | 49 (IIB)                    | Yes                              |         |
| (C)     | Powers of Audit Committee   | 49 (IIC)                    | Yes                              |         |
| (D)     | Role of Audit Committee   | 49 II(D)                    | Yes                              |         |
| (E)     | Review of Information by Audit Committee                              | 49 (IIE)                    | Yes                              |         |
| III.    | <b>Subsidiary Companies</b>   | 49 (III)                    | Yes                              |         |
| IV.     | <b>Disclosures</b>  | 49 (IV)                     | Yes                              |         |
| (A)     | Basis of Related Party Transactions                                   | 49 (IV A)                   | Yes                              |         |
| (B)     | Disclosure of Accounting Treatment                                    | 49 (IV B)                   | Yes                              |         |
| (C)     | Board Disclosures   | 49 (IV C)                   | Yes                              |         |
| (D)     | Proceeds from Public Issues, Rights Issues Preferential Issues e.t.c. | 49 (IV D)                   | N.A.                             |         |
| (E)     | Remuneration of Directors   | 49 (IV E)                   | Yes                              |         |
| (F)     | Management  | 49 (IV F)                   | Yes                              |         |
| (G)     | Shareholders  | 49 (IV G)                   | Yes                              |         |
| V.      | <b>CEO/CFO Certification</b>  | 49 (V)                      | Yes                              |         |
| VI.     | <b>Report on Corporate Governance</b>                                 | 49 (VI)                     | Yes                              |         |
| VII.    | <b>Compliance</b>   | 49 (VII)                    | Yes                              |         |

For Essar Shipping Limited

  
Vinayak Joshi  
Company Secretary  
October 3, 2012

