

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR ESSAR PORTS LIMITED

To,
The Chairman,
42nd Annual General Meeting
ESSAR PORTS LIMITED

Salaya Administration Building, ER-2 Building, Salaya, Taluka Khambhalia, District Devbhumi Dwarka, Gujarat 361305

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 42nd Annual General Meeting of **ESSAR PORTS LIMITED** ("the Company") held on Monday, 24th September, 2018 at the registered office of the Company at Salaya Administration Building, ER-2 Building, Salaya, Taluka Khambhalia, District Devbhumi Dwarka, Gujarat 361305.

Dear Sir,

The Company had appointed me as a Scrutinizer to scrutinize the E-voting process and also for the Poll held at the 42nd Annual General Meeting of the Company held on 24th September 2018.

The E-voting was held between Wednesday September 19, 2018 (9.00 a.m.) to Sunday September 23, 2018. (5.00 p.m.). The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. Data Software Research Company Private Limited are the Registrar and Share Transfer Agents of the Company.

At the 42nd Annual General Meeting of the Company held on 24th September, 2018, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.



The result of the E-voting together with those of the Poll are as under:

Item No. 1 - Ordinary Resolution

a. Adoption of Audited Standalone Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	144	84.71	26	15.29	0
Poll	20919293	100	0	0	0
TOTAL	20919437	99.99	26	0.01	0

b. Adoption of Audited Consolidated Profit and Loss Account and Balance Sheet and Report of the Auditors for the financial year ended March 31, 2018.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	144	84.71	26	15.29	0
Poll	20919293	100	0	0	0
TOTAL	20919437	99.99	26	0.01	0



Item No. 2 - Ordinary Resolution

Appointment of Director in the place of Shri. K. K. Sinha (DIN 00009113), who retires by rotation and being eligible, offers himself for re-appointment.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0

Item No. 3 – Special Resolution

Reappointment of Shri. Rajiv Agarwal (DIN 00903635), as a Managing Director, designated as MD & CEO of the Company liable to retire by rotation for a period of three years with effect from July 24, 2019 on a remuneration and such other terms and conditions.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0



Item No. 4 – Ordinary Resolution

Appointment of Shri. P. K. Srivastava (DIN 00843258), as an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 24, 2018.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0

Item No. 5 - Ordinary Resolution

Appointment of Capt. B. S. Kumar (DIN 00284649) as an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 24, 2018.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0



Item No. 6 - Special Resolution

Issue of Securities, Bonds and other debt instruments in domestic and foreign markets for an amount not exceeding Rs. 6,000 Crores.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0

Item No. 7 - Special Resolution

Approval pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), to the Board to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs 2000 Crores outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0



Item No. 8 – Ordinary Resolution

Approval for increase in the authorized share capital of the Company from the existing 10,10,50,00,000 (Rupees One Thousand Ten Crores Fifty Lakhs only) divided into 1,00,00,00,000 equity shares of 10/- and 1,05,00,000 preference shares of 10/- each to 10,11,50,00,000 (Rupees One Thousand Eleven Crores Fifty Lakhs only) divided into 1,00,00,00,000 equity shares of 10/- each and 1,15,00,000 preference shares of 10/- each and subsequent alteration of Clause V of the Memorandum of Association of the Company.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0

Item No. 9 - Special Resolution

Approval pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued thereunder), for alteration of the Articles of Association of the Company (the "Altered Articles"), and approval for substitution and the entire exclusion, of the existing Articles of Association of the Company with the Altered Articles."

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	141	82.94	29	17.06	0
Poll	20919293	100	0	0	0
TOTAL	20919434	99.99	29	0.01	0



All resolutions stand passed with requisite majority after combining the results of e-voting and poll.

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e-voting and Poll by the shareholder of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,



MARTINHO FERRAO
Scrutinizer
Practicing Company Secretary



Date: 25th September 2018

Place: Mumbai