



**FORM NO. MGT-13**

**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Essar Ports Limited  
Administrative Building, Essar Refinery Complex,  
Okha Highway (SH-25), Taluka Khabhalia, Dist. Jamnagar  
Gujarat-361 305

Dear Sir,

**Sub: 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of ESSAR PORTS LIMITED held on Friday, 26<sup>th</sup> September, 2014 at Administrative Building, Essar Refinery Complex, Okha Highway (SH-25), Taluka Khabhalia, Dist. Jamnagar, Gujarat-361 305**

I, CS Bhavin Mehta, Partner, MJP Associates, Practising Company Secretaries, have been appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned Resolutions at the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Essar Ports Limited (the Company) held on Friday, 26<sup>th</sup> September, 2014 at Administrative Building, Essar Refinery Complex, Okha Highway (SH-25), Taluka Khabhalia, Dist. Jamnagar, Gujarat-361 305, submit my Report as under:

1. After the time fixed for closing of the Poll by the Chairman, Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The Result of the Poll is as under :

**a) RESOLUTION NO. 1 as an Ordinary Resolution :-**

To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2014 and the Audited Balance Sheet as on that date and the Reports of the Board of Directors and Auditors thereon.

**(i) Voted in Favour of Resolution :**

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
34	26988213	100

Office 707, Star Plaza, Phulchhab Chowk, Rajkot- 360 001. Tele.: + 91 281 304 5040 / 654 1340  
Branch 311, Madhav Plaza, Opp, SBI, Nr. Lal Bunglaw, Jamnagar-361 001







(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\* 10 (Ten) Members have not casted votes on this Resolution.

b) RESOLUTION NO. 2 as an Ordinary Resolution:

To declare a dividend on equity shares

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\* 12 (twelve) Members have not casted votes on this Resolution.





c) **RESOLUTION NO. 3 as an Ordinary Resolution:**

To appoint a Director in the place of Shri. Deepak Kumar Varma (DIN No. 00213394), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\* 12 (twelve) Members have not casted votes on this Resolution.

d) **RESOLUTION NO. 4 as an Ordinary Resolution :**

To appoint a Director in the place of Shri. Rajiv Agarwal (DIN No. 00903635), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil







(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	NA

\* 12 (twelve) Members have not casted votes on this Resolution.

e) RESOLUTION NO. 5 as an Ordinary Resolution :

To appoint a Director in the place of Shri. Jan Adam (DIN No. 05287357), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	NA

\* 12 (twelve) Members have not casted votes on this Resolution.



*Handwritten signature*



f) **RESOLUTION NO. 6 as an Ordinary Resolution:**

To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	NA

\* 12 (twelve) Members have not casted votes on this Resolution.

g) **RESOLUTION NO. 7 as an Ordinary Resolution:**

To appoint Shri. Jesper Kjaedegaard (DIN 00529039) as Independent Director of the Company

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil







(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\* 12 (twelve) Members have not casted votes on this Resolution.

**h) RESOLUTION NO. 8 as a Special Resolution**

To appoint Shri. Kamla Kant Sinha (DIN 00009113), as Wholetime Director of the Company for the period of Three (3) years w.e.f. 4<sup>th</sup> July, 2014 and remuneration payable to him.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\* 12 (twelve) Members have not casted votes on this Resolution.







i) **RESOLUTION NO. 9 as a Special Resolution:**

To appoint Shri. Amardeep Singh Bali (DIN 02207863) as Director of the Company as well as **Wholetime** Director of the Company w.e.f. 15<sup>th</sup> May, 2014

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
34	261988213	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	NA

\* 10 (ten) Members have not casted votes on this Resolution.

j) **RESOLUTION NO. 10 as a Special Resolution :**

To authorize the Board of Directors of the Company to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, for such part of issue and for such categories of persons including employees of the Company as may be permitted), in one or more tranches, Equity Shares and / or Equity Shares through Global Depository Securities (GDSs) / Receipts (GDRs) and / or American Depository Receipts (ADRs) and / or Optionally / Compulsorily Convertible / Foreign Currency Convertible Bonds (FCCBs) and / or Convertible Bonds, Convertible Debentures, fully or partly and / or any other instruments / securities, convertible into or exchangeable with Equity Shares and / or securities convertible into Equity Shares at the option of the Company and / or the holder(s) of such securities and / or securities linked to Equity Shares and / or securities with or without detachable / non detachable warrants and / or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and / or any instruments etc.







(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
32	261837496	99.05

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
2	150717	0.05

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A

\* 10 (ten) Members have not casted votes on this Resolution.

k) RESOLUTION NO. 11 as a Special Resolution :

To alter the Articles of Association of the Company

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
34	261988213	100

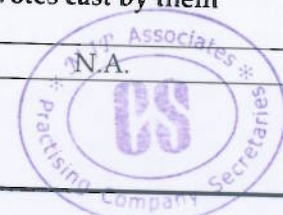
(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\* 10 (ten) Members have not casted votes on this Resolution.







1) RESOLUTION NO. 12 as a Special Resolution\*\* :

To authorize the Board of Directors to borrow funds in excess of aggregate of paid up capital & free reserves, but not exceeding Rs. 8,000 (Rupees Eight thousands crores).

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
44	318777989	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
6	N.A.

\*\*Available for Voting in only Poll at AGM

- A compact disk (CD ) containing a list of equity shareholders who voted "FOR", "AGAINST", and those whose votes were declared invalid for each Resolution is attached.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

(CS Bhavin Mehta)

Practising Company Secretary & Scrutinizer for the Poll at the 38<sup>th</sup> AGM of Essar Ports Limited  
Dated this 26<sup>th</sup> September, 2014 at Tal. Khambhalia, Dist. Jamnagar.

