

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR SALAYA BULK TERMINALS LIMITED

To,

The Chairman,

3rd Annual General Meeting of

SALAYA BULK TERMINALS LIMITED

At Salaya Administration Building, 44 KM, P.O. Box 7, Taluka Khambhalia, District Devbhumi Dwarka, Jamnagar, Gujarat 361 305

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 3rd Annual General Meeting of **SALAYA BULK TERMINALS LIMITED** ("the Company") held on Thursday, 21st December, 2017 at the registered office of the Company at Salaya Administration Building, 44 KM, P.O. Box 7, Taluka Khambhalia, District Devbhumi Dwarka, Jamnagar, Gujarat 361 305.

Dear Sir,

The Company had appointed me as a Scrutinizer to scrutinize the E-voting process and also for the Poll held at the 3rd Annual General Meeting of the Company held on 21st December, 2017.

The E-voting was held between Saturday 16th December, 2017 (9.00 a.m.) to Wednesday 20th December, 2017 (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 from Saturday 16th December, 2017 (9.00 a.m.) to Wednesday 20th December, 2017 (5.00 p.m.). Data Software Research Company Private Limited are the Registrar and Share Transfer Agents of the Company.

At the 3rd Annual General Meeting of the Company held on 21st December, 2017, 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, 2017.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	
E-voting	58	0.0003	0	0	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919244	100	0	0	0

- b. Adoption of audited Consolidated Profit and Loss Account for year ended March 31, 2017 and the Audited Balance Sheet and Cash Flow Statements as on that date together with the schedules and notes thereto.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	
E-voting	58	0.0003	0	0	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919244	100	0	0	0



Item No. 2 - Ordinary Resolution

Appoint a Director in the place of Shri. Rakesh Kankanala (DIN No. 07413365) 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.	%	Nos.
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0

Item No. 3 - Ordinary Resolution

Appointment of Messrs. MSKA & Associates, (Formerly known as MZSK & Associates) (Firm Registration No. 105047W), Chartered Accountants, Mumbai to fill the casual vacancy caused by the resignation of Messrs. Nisar & Kumar, Chartered Accountants.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos.
E-voting	58	0.0003	0	0	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919244	100	0	0	0



Item No. 4 - Ordinary Resolution

Appointment of Shri. Rajiv Agarwal (DIN 00903635) as a Director of the Company liable to retire by rotation.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos.
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0

Item No. 5 - Special Resolution

Appointment of Capt. B. S. Kumar (DIN 00284649) as a Director of the Company to hold office for a term of five consecutive years commencing from December 21, 2017.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos. %age
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0



Item No. 6 - Special Resolution

Appointment of Dr. Jose Paul (DIN 01256347) as a Director of the Company to hold office for a term of five consecutive years commencing from December 21, 2017.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos.
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	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, for an amount not exceeding Rs. 500 Crores.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos.
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0



Item No. 8 - Special Resolution

Approval for issue of Bonds and other debt instruments in domestic and foreign markets for an amount not exceeding Rs. 1,500 Crores.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos.
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0

Item No. 9 - Special Resolution

Approval under Section 61(1)(a) read with Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), for increase of Authorized Capital from the present Rs. 25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs. 10/- each to Rs. 30,00,00,000/- divided into 3,00,00,000 Equity Shares of Rs. 10/- each.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	Nos.
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0



Item No. 10 - Special Resolution

Approval pursuant to Section 180(1)(c) of the Companies Act, 2013 (the Act) corresponding to section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for creating mortgages and / or charges, hypothecation, pledge and / or any other encumbrances up to an equivalent aggregate amount as approved by the members pursuant to Section 180(1)(c) of the Companies Act, 1956 and as amended from time to time for an amount of upto Rs. 1500 Crores.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0

Item No. 11 - Special Resolution

Approval pursuant to Section 180(1)(a) of the Companies Act, 2013 (the Act) corresponding to section 293(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for creating mortgages and / or charges, hypothecation, pledge and / or any other encumbrances up to an equivalent aggregate amount as approved by the members pursuant to Section 180(1)(c) of the Companies Act, 1956 and as amended from time to time.

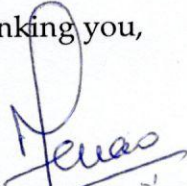
Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%age	Nos.	%age	
E-voting	39	0.0002	19	0.00001	0
Poll	20919186	99.9997	0	0	0
TOTAL	20919225	99.9999	19	0.0001	0



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: 21st December, 2017

Place: Mumbai