

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

To,
The Chairman,
4th 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 4th Annual General Meeting of **SALAYA BULK TERMINALS LIMITED** ("the Company") held on Monday, 24th September 2018 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 4th Annual General Meeting of the Company held on Monday, 24th September 2018.

The E-voting was held between Wednesday, 19th September 2018 (9.00a.m.) to Sunday, 23rd September 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 4th Annual General Meeting of the Company held on Monday, 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 the Audited Standalone Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, 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. | % | Nos. |
| E-voting | 156 | 91.76 | 14 | 8.24 | 19 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919351 | 99.99 | 14 | 0.01 | 19 |

- b. Adoption of the Audited Consolidated Profit and Loss Account for the year ended March 31, 2018 and the Audited Balance Sheet, Report of the Auditors 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. | % | Nos. | % | Nos. |
| E-voting | 156 | 91.76 | 14 | 8.24 | 19 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919351 | 99.99 | 14 | 0.01 | 19 |

Note: One Shareholder holding 19 shares abstained from voting



Item No. 2 - Ordinary Resolution

Appointment of a Director in the place of Shri. Rajiv Agarwal (DIN 00903635) 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 | 141 | 82.94 | 29 | 17.06 | 19 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919336 | 99.99 | 29 | 0.01 | 19 |

Note: One Shareholder holding 19 shares abstained from voting

Item No. 3-Ordinary Resolution

Appointment of Shri. Ankit Vaishnav (DIN: 08206868) under Section 152 of the Companies Act as a Director of the Company, whose period of office shall be liable to retire by rotation.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes/ Abstained |
|------------------|-----------------------------------|--------------|------------------------------|-------------|--------------------------|
| | Nos. | % | Nos. | % | Nos. |
| E-voting | 141 | 82.94 | 29 | 17.06 | 19 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919336 | 99.99 | 29 | 0.01 | 19 |

Note: One Shareholder holding 19 shares abstained from voting



Item No. 4 - 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 | 160 | 84.66 | 29 | 15.34 | 0 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919355 | 99.99 | 29 | 0.01 | 0 |

Item No. 5 - Special Resolution

Approval for the 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 | 160 | 84.66 | 29 | 15.34 | 0 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919355 | 99.99 | 29 | 0.01 | 0 |



Item No. 6 - Ordinary Resolution

Approval for increase in the Authorized Share Capital of the Company from 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 equity shares of 10/- each to 31,00,00,000 (Rupees Thirty-One Crores only) divided into 3,00,00,000 equity shares of 10/- each and 10,00,000 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 | 160 | 84.66 | 29 | 15.34 | 0 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919355 | 99.99 | 29 | 0.01 | 0 |

Item No. 7 - 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 | 160 | 84.66 | 29 | 15.34 | 0 |
| Poll | 20919195 | 100 | 0 | 0 | 0 |
| TOTAL | 20919355 | 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