



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: Report of the Scrutinizer on the Combined Result of e-Voting and Poll on the Resolutions proposed at the 38th Annual General Meeting of Essar Ports Limited held on 26th September, 2014

I, CS Bhavin Mehta, Partner, MJP Associates, Practising Company Secretaries, have been appointed by the Board of Directors of Essar Ports Limited (the Company) to act as a Scrutinizer under Sub Rule 3(ix) of Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of e-voting and Poll on the Resolutions proposed to be passed at the 38th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 26th September, 2014. I state that I am familiar and well versed with concept of electronic voting system & Poll as prescribed under the said Rules.

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Rules, and Clause 35B of the Listing Agreement, the Members were provided with the facility to cast their votes electronically, through e-voting on items of the business, and services were provided by National Securities Depository Ltd (NSDL). NSDL had accordingly set up e-voting facility on its website <https://www.evoting.nsdl.com>

The cut off date for the purpose of identifying the shareholders who will be entitled to vote on the Resolutions placed for approval of the Shareholders, was 22nd August, 2014.

As far as e-Voting is concerned, the management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules relating to e-voting on the Resolutions contained in the Notice of the 38th AGM. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the Votes cast 'in favour' or 'against' the Resolutions which is based on the Report generated from the e-voting system provided by NSDL, the authorized agency engaged to provide e-Voting facilities for e-voting. This Report is neither certification nor declaration regarding compliance of applicable provisions of the Companies Act, 2013.

As a Scrutinizer, the Combined Report of the e-Voting and Poll, is as under:

Combined Results of e-Voting and Poll

Sr. No.	Particular of Resolution	Votes in favour	Votes against
1	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	7,56,63,795	8
2	To declare a dividend on equity shares	33,75,01,291	8
3	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	33,75,00,329	208

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4	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	33,75,00,711	208
5	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	33,75,00,701	208
1	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	7,56,63,795	8
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5	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	33,75,00,701	208
6	To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company	3,374,94,826	41
7	To appoint Shri. Jesper Kjaedegaard (DIN 00529039) as Independent Director of the Company	33,75,00,662	241
8	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 th July, 2014	33,75,00,280	241
9	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 th May, 2014	33,76,51,197	41



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MJP ASSOCIATES PRACTISING COMPANY SECRETARIES	CS Bhavin A. Mehta, B.Com., FCS CS Samir M. Pathak, BBA., LL.B, FCS CS Purvi G. Dave, B.Com, Sp. LLB, ACS	
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10	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.	33,57,20,549	19,31,071
11	To alter the Articles of Association of the Company	33,76,51,579	41
12	To authorize the Board of Directors to borrow funds upto Rs. 8,000 crores	31,87,77,989	Nil

**Outcome of Voting of Annual General meeting
(As per Clause 35A of Listing Agreement)**

Date of Annual General meeting	September 26, 2014			
Total number of shareholders as on record date i.e cut off date for e voting	94,029			
No. of shareholders present in the meeting either in person or through proxy	Promoter & Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	8	NA	25	12
No. of shareholders attended the meeting through Video Conferencing	Promoter & Promoter Group		Public	
	None		None.	



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Agenda wise Outcome

The mode of voting for all the resolutions was:

1. E-voting conducted between 09:00 AM (IST) on Thursday, September 18, 2014 upto 6:00 PM (IST) on Saturday, September 20, 2014
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

Resolution No. 1 : : 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

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19363942	21.819	19363942	Nil	100.00	Nil
Public-Others	18357293	54148	0.295	54148	8	99.99	0.0148
Total	427887998	337652008	78.911	75663795	8	99.99	0.000002

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.



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Resolution No. 2 : Ordinary Resolution: To declare a dividend on equity shares

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19213225	21.649	19213225	Nil	100.00	Nil
Public-Others	18357293	54156	0.295	54148	8	99.985	0.0148
Total	427887998	337501299	78.876	337501291	8	100.0	0.000002

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 3 : 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

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19213225	21.649	19213225	Nil	100.00	Nil
Public-Others	18357293	53394	0.291	53186	208	99.610	0.3896
Total	427887998	337500537	78.876	337500329	208	100.0	0.00006163

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NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 4 : 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

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19213225	21.649	19213225	Nil	100.00	Nil
Public-Others	18357293	53776	0.293	53568	208	99.613	0.3868
Total	427887998	337500919	78.876	337500711	208	100.0	0.00006163

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 5 : 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

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil



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Public Institutional Holders	88749564	19213225	21.649	19213225	Nil	100.00	Nil
Public-Others	18357293	53766	0.293	53558	208	99.613	0.3869
Total	427887998	337500909	78.876	337500701	208	100.0	0.00006163

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 6 : Ordinary Resolution :

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

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19207571	21.642	19207571	Nil	100.00	Nil
Public-Others	18357293	53378	0.291	53337	41	99.923	0.0768
Total	427887998	337494867	78.875	337494826	41	100.0	0.00001215

NOTE :

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Resolution No. 7 : Ordinary Resolution :

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

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19213225	21.649	19213225	Nil	100.00	Nil
Public-Others	18357293	53760	0.293	53519	241	99.552	0.4483
Total	427887998	337500903	78.876	337500662	241	100.0	0.00007141

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 8 : Ordinary 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. 4th July, 2014

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19213225	21.649	19213225	Nil	100.00	Nil
Public-Others	18357293	53378	0.291	53137	241	99.549	0.4515
Total	427887998	337500521	78.876	337500280	241	100.0	0.00007141

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NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 9 : 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. 15th May, 2014

Promoter /Public	No of Shares held	.No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19363942	21.819	19363942	Nil	100.00	Nil
Public-Others	18357293	53378	0.291	53337	41	99.923	0.0768
Total	427887998	337651238	78.911	337651197	41	100.0	0.00001214

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

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.



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Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19363942	21.819	17432912	1931030	90.028	9.9723
Public-Others	18357293	53760	0.293	53719	41	99.924	0.0763
Total	427887998	337651620	78.911	335720549	1931071	99.428	0.57191226

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

Resolution No. 11 as a Special Resolution :

To alter the Articles of Association of the Company

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	19363942	21.819	19363942	Nil	100.00	Nil
Public-Others	18357293	53760	0.293	53719	41	99.924	0.0763
Total	427887998	337651620	78.911	337651579	41	100.0	0.00001214

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.



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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).

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares [(2)/(1)]x100	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes polled [(4)/(2)]x100	% of Votes Against on Votes polled [(5)/(2)]x100
	1	2	3	4	5	6	7
Promoter and Promoter Group	320781141	318233918	99.206	318233918	Nil	100.00	Nil
Public Institutional Holders	88749564	543493	0.612	543493	Nil	100.00	Nil
Public-Others	18357293	578	0.003	578	0	100.00	Nil
Total	427887998	318777989	74.500	318777989	Nil	100.0	Nil

NOTE :

Invalid Ballot papers were not taken into account for counting of votes.

I further state that all records / Registers maintained by me in connection with these e-Voting & Poll are in my safe custody, and will be handed over to CS Manoj Contractor, Company Secretary of the Company as prescribed in Rules/ Act.

Thanking you,
Yours Faithfully,

Bhavin Mehta

(CS BHAVIN MEHTA)

FCS 5160 CP 4240

Partner

MJP Associates

Practising Company Secretaries

Dated this 26th September, 2014



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