

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during the Annual General Meeting)

[Pursuant to Section 108 of the Companies Act, 2013 (as amended) and Companies (Management and Administration) Rules, 2014 (as amended)]

To,

The Chairman of **45th Annual General Meeting** ("45th AGM", "AGM" or e-AGM") of the Members of **Essar Ports Limited** (CIN: U85110GJ1975PLC054824), held on **Monday, 27th September 2021** at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir/Ma'am,

1. I, Martinho Ferrao, a Company Secretary in Practice and Proprietor of Martinho Ferrao & Associates, Company Secretaries (FCS: 6221 and C.P. No.: 5676), Mumbai, has been duly appointed as Scrutinizer by the Board of Directors of Essar Ports Limited (the "Company") for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the e-AGM under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (the "Rules") and pursuant to Circular dated 13th January, 2021 read with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars"), on the proposed resolutions contained in the Notice of 45th AGM of the Members of the Company dated 30th July, 2021 (the "Notice").
2. The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to remote e-voting and e-voting during the e-AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 45th AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository (India) Limited ("NSDL"), the agency authorized under the rules and engaged by the Company to provide facilities for voting through remote e-voting, VC/ OAVM facility for participation in the e-AGM and facility for e-voting during the e-AGM.



3. As confirmed by the Company, the Notice was sent through electronic mode to the Members whose email addresses are registered with the Company / Depository Participant(s) in compliance with the MCA Circulars and holding shares of the Company.
4. Post- dispatch of the Notice and Annual Report 2020-21, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on September 04, 2021 in "Financial Express" (English) and "Nobat" (Gujarati) including electronic editions. The requisite advertisement pursuant to the Rules and the MCA Circulars was uploaded by the Company on www.essarports.com
5. In terms of the Notice, the remote e-voting facility was kept open for five days from Wednesday, 22nd September, 2021 at 9:00 A.M. (IST) and ended on Sunday, 26th September, 2021 at 5:00 P.M. (IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by NSDL.
6. The Members of the Company as on the "cut-off" date, i.e., 20th September, 2021 (end of day) were entitled to vote on the resolutions proposed in the Notice.
7. At the end of the remote e-voting period on 26th September, 2021 at 5:00 P.M. (IST), the voting portal of the service provider was blocked forthwith.
8. At the 45th AGM of the Company held on 27th September, 2021, the Chairman announced that the e-voting is available for voting during the meeting by the Members attending the Meeting through VC / OAVM facility and who have not participated in the remote e-voting and were otherwise not barred from voting. After all the business was transacted, the Chairman announced that the said e-voting is available for final 15 minutes.
9. Immediately after the conclusion of the e-voting during the e-AGM on the 27th September, 2021, the electronic votes cast were unblocked by me in the presence of two witnesses (who are not in employment of the Company). Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
10. Thereafter, the details containing, inter alia, list of the Members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of NSDL, including votes cast by the Members during the e-AGM.
11. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the AGM as under:-



Ordinary Business:

Item No. 1	<p>a. To receive, consider and adopt the the Audited Standalone Profit and Loss Account for the year ended March 31, 2021 and the Audited Balance Sheet and Cash Flow Statement as on that date together with the schedules and notes thereto and the Reports of the Board of Directors and Auditors thereon (Financial Statements).</p> <p>b. To receive, consider and adopt the Audited Consolidated Profit and Loss Account for the year ended March 31, 2021 and the Audited Balance Sheet and Cash Flow Statement as on that date together with the schedules and notes thereto and the Report of the Auditors thereon (Consolidated Financial Statements).</p>						
Resolution Required	Ordinary Resolution						
Particulars	Remote E-Voting		E-Voting during the e-AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	96	15190028	0	0	96	15190028	99.9990
Dissent	12	159	0	0	12	159	0.0010
Total Valid Votes Cast	108	15190187	0	0	108	15190187	
Invalid Votes	0	0	0	0	0	0	
Abstained from voting	0	0	0	0	0	0	



Item No. 2	To appoint a Director in the place of Shri. Rajiv Agarwal (DIN 00903635) who retires by rotation and being eligible, offers himself for re-appointment						
Resolution Required	Ordinary Resolution						
Particulars	Remote E-Voting		E-Voting during the e-AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	80	15189946	0	0	80	15189946	99.9986
Dissent	23	214	0	0	23	214	0.0014
Total Valid Votes Cast	103	15190160	0	0	103	15190160	
Invalid Votes	0	0	0	0	0	0	
Abstained from voting	0	0	0	0	0	0	

Item No. 3	Appointment of M/s MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 50th AGM of the Company to be held in the year 2026.						
Resolution Required	Ordinary Resolution						
Particulars	Remote E-Voting		E-Voting during the e-AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	89	15189993	0	0	89	15189993	99.9988
Dissent	14	176	0	0	14	176	0.0012
Total Valid Votes Cast	103	15190169	0	0	103	15190169	
Invalid Votes	0	0	0	0	0	0	
Abstained from voting	0	0	0	0	0	0	



Special Business:

Item No. 4	Re-appointment of Shri. Rajiv Agarwal (DIN 00903635), as a Managing Director of the Company for a period of three years with effect from July 24, 2022 liable to retire by rotation.						
Resolution Required	Special Resolution						
Particulars	Remote E-Voting		E-Voting during the e-AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	80	15189923	0	0	80	15189923	99.9985
Dissent	24	229	0	0	24	229	0.0015
Total Valid Votes Cast	104	15190152	0	0	104	15190152	
Invalid Votes	0	0	0	0	0	0	
Abstained from voting	0	0	0	0	0	0	

Item No. 5	Regularizing appointment of Ms. Alice George (DIN:08898402) as a Director of the Company liable to retire by rotation.						
Resolution Required	Ordinary Resolution						
Particulars	Remote E-Voting		E-Voting during the e-AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	80	15189924	0	0	80	15189924	99.9986
Dissent	22	210	0	0	22	210	0.00114
Total Valid Votes Cast	102	15190134	0	0	102	15190134	
Invalid Votes	0	0	0	0	0	0	
Abstained from voting	0	0	0	0	0	0	



Item No. 6	Regularizing appointment of Shri. Ajay Kumar Singh (DIN: 06435043) as a Director of the Company liable to retire by rotation.						
Resolution Required	Ordinary Resolution						
Particulars	Remote E-Voting		E-Voting during the e-AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	83	15189942	0	0	83	15189942	99.9988
Dissent	18	189	0	0	18	189	0.0012
Total Valid Votes Cast	101	15190131	0	0	101	15190131	
Invalid Votes	0	0	0	0	0	0	
Abstained from voting	0	0	0	0	0	0	

Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed with the requisite majority.

Thanking you,

Yours faithfully,

For **Martinho Ferrao & Associates**
Company Secretaries




Martinho Ferrao
Proprietor
Membership No.: FCS 6221
C.P. No.: 5676
PRN: 951/2020
UDIN: F006221C001018751

Place: Mumbai
Date: 27th September 2021