



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 44th Annual General Meeting ("44thAGM", "AGM" or e-AGM") of the Members of Essar Ports Limited (CIN: U85110GJ1975PLC054824), held on Friday, 25th September, 2020 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

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") 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 44thAGM of the Members of the Company dated 04th August, 2020 (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 44thAGM 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 as on Friday 18th September, 2020 being the cut-off date for the purpose.
4. Prior to dispatch of the Notice and Annual Report 2019-20, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on September 05, 2020 in "Financial Express" (English) and "Nobat" (Gujarati) including electronic editions. Post dispatch of the Notice and Annual Report 2019-20, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on September 7, 2020 on www.essarports.com
5. In terms of the Notice, the remote e-voting facility was kept open for five days from Sunday, 20th September, 2020 at 9:00 A.M. (IST) and ended on Thursday, 24th September, 2020 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., 18th September, 2020 (end of day) was entitled to vote on the resolutions proposed in the Notice.
7. At the end of the remote e-voting period on 24th September, 2020 at 5:00 P.M. (IST), the voting portal of the service provider was blocked forthwith.
8. At the 44th AGM of the Company held on 25th September, 2020, 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 25th September, 2020, 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 Audited Standalone Profit and Loss Account for the year ended March 31, 2020 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, 2020 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	76	15189380	1	1	77	15189381	99.999
Dissent	5	114	0	0	5	114	0.001
Total Valid Votes Cast	81	15189494	1	1	82	15189495	100
Invalid Votes	0	0	0	0	0	0	0
Abstained from voting	0	0	0	0	0	0	0

Item No. 2	To appoint a Director in the place of Shri. Kamla Kant Sinha (DIN 00009113) 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	75	15189379	1	1	76	15189380	99.999
Dissent	6	115	0	0	6	115	0.001
Total Valid Votes Cast	81	15189494	1	1	82	15189495	100
Invalid Votes	0	0	0	0	0	0	0
Abstained from voting	0	0	0	0	0	0	0

Based on the aforesaid results, the resolution no.(s) 1 to 2 as contained in the Notice have been passed with the requisite majority.

A pen drive containing a list of equity shareholders who voted "FOR", "AGAINST", "ABSTAINED" and those whose votes were declared "INVALID" for each resolution is enclosed.

Thanking you,

Yours faithfully,

For Martinho Ferrao & Associates
Company Secretaries



Martinho Ferrao
Proprietor

Membership No.: FCS 6221

C.P. No.: 5676

UDIN: F006221B000775968

Place: Mumbai

Date: 26th September, 2020