



KESAR TERMINALS & INFRASTRUCTURE LIMITED



Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai - 400020, India. Website : <http://www.kesarinfra.com>
Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 Email : headoffice@kesarinfra.com
CIN : L45203MH2008PLC178061

27th March, 2019

| | |
|--|---|
| The Secretary Corporate Relationship Department Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code : 533289 | Listing Department, National Stock Exchange of India Ltd. 5 th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Symbol: KTIL |
|--|---|

Dear Sir/ Madam,

Sub: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This is with reference to our letter dated 22nd February, 2019, wherein we had enclosed the Postal Ballot Notice ("Notice") dated 14th February, 2019, along with Explanatory Statement and the Postal Ballot Form, for seeking approval of the shareholders of the Company for business as specified in the Notice.

In connection with the above, please find enclosed the following:


1. Voting results pursuant to Regulation 44(3) of (SEBI)Listing Regulations, 2015; and
2. Scrutinizer's Report on voting through Postal Ballot (including voting by electronic means) dated 27th March, 2019. The resolutions as specified in the Notice have been passed by the shareholders of the Company with requisite majority.

Voting results along with the Scrutinizer's report will also be made available on the Company's website at www.kesarinfra.com.

Kindly take the same on record and acknowledge the receipt.

Yours faithfully,

For Kesar Terminals & Infrastructure Ltd.


Sarika Singh
Company Secretary



| Postal Ballot Voting results | |
|--|-----------------------|
| Disclosure pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 | |
| Record date | 15-02-2019 |
| Total number of shareholders on record date i.e. 15.02.2019 | 7707 |
| No. of shareholders present in the meeting either in person or through proxy | Not applicable |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | Not applicable |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 1 |

| Resolution (1): Continue Directorship of Shri A S Ruia (DIN 00296622), Non-Executive Independent Director beyond the age of 75 Years. | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6547614 | 6514378 | 99.4924 | 6514378 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6547614 | 6514378 | 99.4924 | 6514378 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 563922 | 459488 | 81.4808 | 459488 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 563922 | 459488 | 81.4808 | 459488 | 0 | 100.0000 |
| Public-Non Institutions | E-Voting | 3814939 | 52710 | 1.3817 | 49733 | 2977 | 94.3521 | 5.6479 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 7435 | 0.1949 | 7383 | 52 | 99.3006 | 0.6994 |
| | Total | | 3814939 | 60145 | 1.5766 | 57116 | 3029 | 94.9638 |
| Total | Total | 10926475 | 7034011 | 64.3758 | 7030982 | 3029 | 99.9569 | 0.0431 |





Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014]

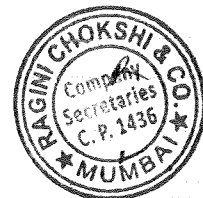
To,
The Chairman & Executive Director,
Kesar Terminals & Infrastructure Limited,
Oriental house, 7 Jamshedji Tata road,
Churchgate, Mumbai - 400020.

Subject: Scrutinizer's Report

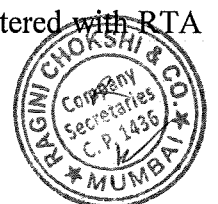
Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practising Company Secretaries, having office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **Kesar Terminals & Infrastructure Limited** (the "Company") at their Meeting held on February 14, 2019 for Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of the Special Resolution:

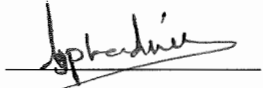
- 1) To Continue Directorship of Shri A. S. Ruia (DIN: 00296622), Non-Executive Independent Director beyond the age of 75 Years.
- 2 I have scrutinized the Postal Ballot forms and e-voting and votes tendered therein; Accordingly, I now submit my report as under:
 - 2.1 The E-Voting/ Postal Ballot Process commenced on 24th, February, 2019 at 09.00 a.m. (IST) and ended at 5.00 p.m. (IST) on 25th, March, 2019.

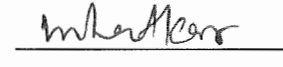


- 2.2 The Company completed the dispatch of Postal- Ballot forms on February 22, 2019 along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members as on Friday, February 15, 2019.
- 2.3 Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose as per Companies (Management & Administration) Rules, 2014.
- 2.4 The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes at the office of Sharex Dynamic (India) Pvt. Ltd, Registrar and Transfer Agent (RTA) of the Company, before commencing the scrutiny of Postal Ballot forms.
- 2.5 The ballot boxes containing Postal Ballot forms were opened in our presence after close of voting period i.e. 5. 00 p.m. (IST) on Monday, March 25, 2019.
- 2.6 The Postal Ballot forms were duly opened in our presence & scrutinized and the Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficial Owners received from the Depositories as on the cut-off-date on Friday, February 15, 2019.
- 2.7 All Postal Ballot forms/e-voting confirmations received up to 5.00 p.m. (IST), on Monday, March 25th, 2019 the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- 2.8 Envelopes containing Postal- ballot forms received after 5.00 p.m. (IST) on Monday, March 25th, 2019 were not considered for our scrutiny.
- 2.9 Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- 2.10 We have not found any defaced or mutilated ballot paper.
- 2.11 With the support of Sharex Dynamic (India) Pvt. Ltd. Registrar and Transfer Agent (RTA), the Postal Ballot Forms were duly scrutinized and the signatures of Members who had not cast their votes electronically, were verified with their specimen signatures registered with RTA /as provided by the depositories.



2.12 After the end of e-voting period i.e. 5.00 p.m. (IST) on Monday, March 25, 2019, I have unblocked the electronic votes and downloaded the e-voting Report from the Central Depository Services (India) Limited website in the presence of two witnesses, Ms. Saraswati Phadnis and Mr. Mandar Hatkar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Saraswati Phadnis


Mandar Hatkar

The Consolidated Report on the result of the remote e-voting and voting through physical ballot (poll) in respect of the said Resolutions is as under:

Resolution No.1: Special Resolution:

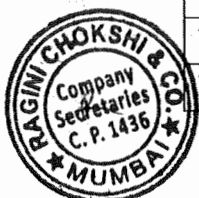
I To Continue Directorship of Shri a S Ruia (DIN 00296622), Non-Executive Independent Director beyond the age of 75 Years.

DETAILS OF POSTAL BALLOT RECEIVED FOR RESOLUTION

| Sr. No. | Particulars | No. of Postal Ballot Forms | No. of Shares | % of total number of votes cast |
|---------|--|----------------------------|---------------|---------------------------------|
| 1. | Total Ballot received | 35 | 18,491 | 100 |
| 2. | Less: Invalid Postal Ballot | 10 | 11,056 | -- |
| 3. | Net Postal Ballots with valid votes cast | 25 | 7,435 | 100 |
| 4. | Postal Ballot with Assent Resolution | 24 | 7,383 | 99.3006 |
| 5. | Postal Ballot with Dissent Resolution | 01 | 52 | 0.6994 |

DETAILS OF E-VOTING

| Particulars | Number of Members voted through electronic voting system | Number of shares | % of total number of votes cast |
|---|--|------------------|---------------------------------|
| Total Votes Received by electronic mode | 41 | 7026576 | 100 |
| Less: Total no. of Invalid Votes | -- | -- | -- |
| Total no. of Valid Votes | 41 | 7026576 | 100 |
| Total no. Votes with Assent | 35 | 7023599 | 99.9576 |



| | | | |
|-----------------------------|----|------|--------|
| Total no. Vote with Dissent | 06 | 2977 | 0.0424 |
|-----------------------------|----|------|--------|

SUMMARY OF POSTAL BALLOT AND E-VOTING

| Particulars | No. of Equity Shares | % of total number of votes cast |
|-------------------------|----------------------|---------------------------------|
| Total Valid Votes Cast | 70,34,011 | 100 |
| Assented to Resolution | 70,30,982 | 99.9569 |
| Dissented to Resolution | 3,029 | 0.0431 |

RESULTS:

All the resolution stated above have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot papers, shall remain in our safe custody until the Chairman considers, approves and signs the same after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For **Ragini Chokshi & Co.**
(Company Secretaries)



R. K. Chokshi

Ragini Chokshi
(Partner)

Membership No. 2390

ICSI C.P. No. 1436

Place: Mumbai

Date: 27/03/2019

Countersigned

For **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

J. K. Devgupta
Name **J K Devgupta**
Non-Executive Director

