



# KESAR ENTERPRISES LIMITED

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CIN : L24116MH1933PLC001996

## **CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 6.8.2014.**

**"RESOLVED THAT** pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice containing Special Resolutions under Sections 180(1)(a), 180(1)(c), 186 & 14 of the Companies Act, 2013 and the Explanatory Statement explaining the purpose of the said Resolutions, as placed before the meeting, be and is hereby approved **AND THAT** Shri D J Shah, Sr. Vice President (Legal) & Company Secretary be and is hereby authorized to sign and issue the Notice and Explanatory Statement to the Shareholders of the Company."

**"RESOLVED FURTHER THAT** the Ballot Paper form, as placed before the Meeting, be and is hereby approved **AND THAT** the same be forwarded to the Shareholders along with the Notice and the Postage-prepaid Envelope with pre-printed address of the Scrutinizer, by Speed Post / Registered Post or by Electronic means on the Registered Email Id as required under the Act and Rules."

**"RESOLVED FURTHER THAT** Shri D J Shah be and is hereby authorised to publish in the newspapers, an advertisement about having dispatched the Ballot Papers."

**"RESOLVED FURTHER THAT** Calendar of Events, as placed before the Meeting, be and is hereby approved **AND THAT** the necessary Forms be filed with the Registrar of Companies, Maharashtra by Shri D J Shah."

**"RESOLVED FURTHER THAT** Ms. Ragini Chokshi of M/s. Ragini Chokshi & Co., Company Secretaries be and is hereby appointed as Scrutinizer to conduct the Postal Ballot Voting process **AND THAT** Shri D J Shah be and is hereby authorised to negotiate and finalise the terms of appointment of Ms. Ragini Chokshi as Scrutinizer."

**"RESOLVED FURTHER THAT** Shri K D Sheth, Director of the Company and Shri D J Shah be made responsible for the entire Postal Ballot Process **AND THAT** they are hereby jointly and severally authorized to do all such acts, deeds and things and to sign all such papers and documents as may be necessary to give effect to this Resolution."

**"RESOLVED FURTHER THAT** to avail and effectively implement the process of E-voting, Shri D J Shah, Sr. Vice President (Legal) & Company Secretary be and is hereby authorised on behalf of the Company to enter into a Tri-partite Agreement with Central Depository Services (India) Ltd., which provides E-voting platform for this purpose and Sharex Dynamic (India) Ltd., Registrar & Transfer Agent of the Company **AND THAT** Shri D J Shah is hereby also authorized to do all such acts, deeds and things and to sign all such papers and documents as may be necessary to give effect to this Resolution."

**CERTIFIED TRUE COPY  
For KESAR ENTERPRISES LTD.**

**D J SHAH  
SR. VICE PRESIDENT (LEGAL) &  
COMPANY SECRETARY**

