





# KESAR ENTERPRISES LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020, India. Website : <http://www.kesarindia.com>  
 Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 E-mail : [headoffice@kesarindia.com](mailto:headoffice@kesarindia.com)  
 CIN : L24116MH1933PLC001996

## Details of the Agenda

**1. Ordinary Resolution** - Adoption of Balance Sheet for 18 months period as at 31st December, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.

### Mode of Voting: E-Voting

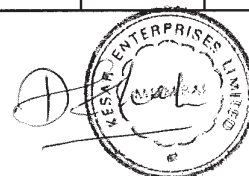
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6)=[(4)/(2)]*100	7)=[(5)/(2)]* 100
Promoter and Promoter Group	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7193134</b>	<b>71.94%</b>	<b>7193134</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208915</b>	<b>72.10%</b>	<b>7208915</b>	<b>0</b>	<b>100%</b>	<b>0</b>





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**2. Ordinary Resolution** - Reappointment of Shri P Nayak as a Director of the Company who was liable to retire by rotation.

## Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7193134</b>	<b>71.94%</b>	<b>7193134</b>	<b>0</b>	<b>100%</b>	<b>0</b>

## Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

## Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208915</b>	<b>72.10%</b>	<b>7208915</b>	<b>0</b>	<b>100%</b>	<b>0</b>





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### 3. Ordinary Resolution - Appointment of M/s Haribhakti & Co. Chartered Accountants, as Auditors of the Company, from the conclusion of this AGM until the conclusion of next AGM.

#### Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7193134</b>	<b>71.94%</b>	<b>7193134</b>	<b>0</b>	<b>100%</b>	<b>0</b>

#### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

#### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208915</b>	<b>72.10%</b>	<b>7208915</b>	<b>0</b>	<b>100%</b>	<b>0</b>





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#### 4. Special Resolution - Appointment of Shri D J Shah as a Whole time Director designated as 'Director & Company Secretary'.

##### Mode of Voting: E-Voting

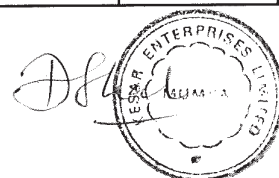
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298062	12.73%	298062	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7192634</b>	<b>71.93%</b>	<b>7192634</b>	<b>0</b>	<b>100%</b>	<b>0</b>

##### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

##### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	313843	13.41%	313843	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208415</b>	<b>72.09%</b>	<b>7208415</b>	<b>0</b>	<b>100%</b>	<b>0</b>





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## 5. Ordinary Resolution - Appointment of Shri A S Ruia as an Independent Director of the Company.

### Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7193134</b>	<b>71.94%</b>	<b>7193134</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208915</b>	<b>72.10%</b>	<b>7208915</b>	<b>0</b>	<b>100%</b>	<b>0</b>





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## 6. Ordinary Resolution - Appointment of Shri Ajeet Prasad as an Independent Director of the Company.

### Mode of Voting: E-Voting

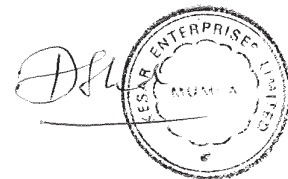
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7193134</b>	<b>71.94%</b>	<b>7193134</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208915</b>	<b>72.10%</b>	<b>7208915</b>	<b>0</b>	<b>100%</b>	<b>0</b>







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 CIN : L24116MH1933PLC001996

## 7. Ordinary Resolution - Appointment of Shri Prakash Dubey as an Independent Director of the Company.

### Mode of Voting: E-Voting

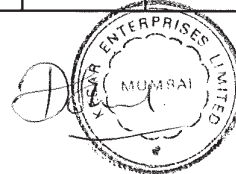
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7193134</b>	<b>71.94%</b>	<b>7193134</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>15781</b>	<b>0.16%</b>	<b>15781</b>	<b>0</b>	<b>100%</b>	<b>0</b>

### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
<b>Total</b>	<b>9999162</b>	<b>7208915</b>	<b>72.10%</b>	<b>7208915</b>	<b>0</b>	<b>100%</b>	<b>0</b>







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## 8. Ordinary Resolution - Ratification of remuneration to M/s. R M Bansal & Co., as Cost Auditors of the Company.

### Mode of Voting: E-Voting

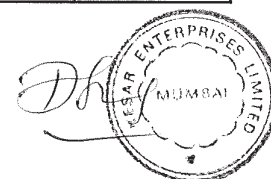
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

### Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

### Mode of Voting: [E-Voting + Poll]

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	0	100%	0



Partners  
Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

**CS Ragini Chokshi & Co.**  
Company Secretaries

Tel. 022-22831120  
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.  
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 12/03/2015

**Scrutinizer's Report**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman,

**80<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of KESAR ENTERPRISES LIMITED, to be held on 19<sup>th</sup> Day of March 2015, at 03.30 P.M at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretary Firm having its registered office at 34, Kamer Bldg 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of **KESAR ENTERPRISES LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 80<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kesar Enterprises Limited to be held on 19<sup>th</sup> day of March, 2015, at 03.30 P.M at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.



We submit our report as under:

1. The e-voting period remained open from Monday 09<sup>th</sup> March, 2015 at 00.01 hrs to Wednesday 11<sup>th</sup> March, 2015 at 23.59 hrs.
2. The Shareholders holding shares as on "Cut off" date i.e. on 13<sup>th</sup> February, 2015 were entitled to vote on the proposed resolutions (item no. 1 to 8 as set out in the Notice of the 80<sup>th</sup> AGM of Kesar Enterprises Limited.)
3. The votes were unblocked on 12<sup>th</sup> March, 2015 around 10.35 a.m in the presence of two witnesses, Ms. Krutika Desai (Residing at 7/ Jogesh, Natwar Nagar, Jogeshwari (East), Mumbai-400060.) and Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Room No.2 Mumbai-400 002.) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Krutika*

-----  
Name: Krutika Desai

*Bhaviika*

-----  
Name: Bhaviika Bharat Jain

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited".
5. Details of e-voting are as under:-

**Resolution No.1: Ordinary Resolution : Adoption of the audited Balance Sheet for the 18 months period as at 31st December, 2014 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.**



(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>40</b>	<b>7193134</b>	<b>100</b>

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>NIL</b>	<b>NIL</b>

**Resolution No.2: Ordinary Resolution: Reappointment of Shri P Nayak, Nominee Director, who retires by rotation.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>40</b>	<b>7193134</b>	<b>100</b>

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>NIL</b>	<b>NIL</b>

**Resolution No.3: Ordinary Resolution: Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Auditors.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>40</b>	<b>7193134</b>	<b>100</b>

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>NIL</b>	<b>NIL</b>

**Resolution No.4: Special Resolution: Appointment of Shri D J Shah as a Whole Time Director designated as Director & Company Secretary**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>39</b>	<b>7192634</b>	<b>100</b>



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.5: Ordinary Resolution : Appointment of Shri A S Ruia as a Independent Director.**

(i) Voted **in favour** of the resolution:

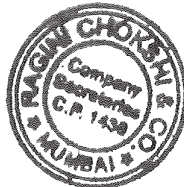
Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
40	7193134	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



**Resolution No.6: Ordinary Resolution : Appointment of Shri Ajeet Prasad as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>40</b>	<b>7193134</b>	<b>100</b>

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>NIL</b>	<b>NIL</b>

**Resolution No.7: Ordinary Resolution: Appointment of Shri Prakash Dubey as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>40</b>	<b>7193134</b>	<b>100</b>





(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>NIL</b>	<b>NIL</b>

**Resolution No.8: Ordinary Resolution: Ratification of remuneration to M/s. R M Bansal & Co., as Cost Auditor.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>40</b>	<b>7193134</b>	<b>100</b>

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>NIL</b>	<b>NIL</b>



6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.
7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,  
**For Ragini Chokshi & Co.**

*R. K. Chokshi*

Mrs. Ragini Chokshi  
Partner  
Membership No. 2390  
C.P. No. 1436

*[Handwritten Signature]*

**CHAIRMAN & MANAGING DIRECTOR**  
**(DIN No. 00294835)**  
**KESAR ENTERPRISES LIMITED**

*[Handwritten Signature]*



Partners  
Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

**CS Ragini Chokshi & Co.**  
Company Secretaries

Tel. 022-22831120  
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.  
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date: 20/03/2015

**FORM No. MGT-13**

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

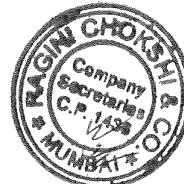
To  
The Chairman,

**80<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of KESAR ENTERPRISES LIMITED held on 19<sup>th</sup> day of March 2015, at 03.30 P.M at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its registered office at 34, Kamer Bldg, 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at 80<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Kesar Enterprises Limited** held on 19<sup>th</sup> day of March, 2015 at 03:30 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, Kaikhushru Dubash Marg, Mumbai 400001 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (ONE) ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by **SHAREX DYNAMIC (INDIA) PRIVATE LIMITED** Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.



3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

**Resolution No.1: Ordinary Resolution : Adoption of the audited Balance Sheet for the 18 months period as at 31st December, 2014 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202

**Resolution No.2: Ordinary Resolution: Reappointment of Shri P Nayak, Nominee Director, who retires by rotation.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100



(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202

**Resolution No.3: Ordinary Resolution : Appointment of M/S Haribhakti & Co. LLP, Chartered Accountants as Auditors.**

(i) Voted **in favour** of the resolution:

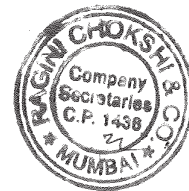
Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202



**Resolution No.4: Special Resolution: Appointment of Shri D J Shah as a Whole Time Director designated as Director & Company Secretary.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202

**Resolution No.5: Ordinary Resolution : Appointment of Shri A S Ruia as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202

**Resolution No.6: Ordinary Resolution : Appointment of Shri Ajeet Prasad as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202

**Resolution No.7: Ordinary Resolution: Appointment of Shri Prakash Dubey as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202

**Resolution No.8: Ordinary Resolution : Ratification of remuneration to M/s. R M Bansal & Co., as Cost Auditor.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Place: Mumbai  
Date: 20/03/2015

*[Handwritten Signature]*

**CHAIRMAN & MANAGING DIRECTOR**  
(DIN No. 00294835)  
**KESAR ENTERPRISES LIMITED**

*[Handwritten Initials]*

Yours faithfully,  
**FOR RAGINI CHOKSHI & CO.**

*[Handwritten Signature]*

**MRS. RAGINI CHOKSHI**  
(Partner)  
C.P. Number :1436  
Membership number:2390

