

HELD AT _____

ON _____

TIME _____

MINUTES OF THE 80TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF KESAR ENTERPRISES LTD. HELD ON THURSDAY 19TH MARCH, 2015 AT 3:30 P.M. AT M C GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 4TH FLOOR, 18/20, KAIKHUSHRU DUBASH MARG, MUMBAI 400001 WHEREIN THE FOLLOWING WERE PRESENT

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| Shri H R Kilachand | ... | Chairman & Managing Director and Member |
| Shri A S Ruia | ... | Director & Member |
| Shri Ajeet Prasad | ... | Director & Member |
| Shri P N Dubey | ... | Director & Member |
| Shri P Nayak | ... | Nominee Director |
| Shri D J Shah | ... | Director & Company Secretary and Member |

and 36 other Shareholders including 1 proxy holder & 3 Promoter Shareholders and above mentioned Members as per the Attendance Register.

Shri H R Kilachand, Chairman & Managing Director took the Chair. As the requisite quorum was present, he called the Meeting to order at 3:30 p.m.

The Chairman welcomed the Shareholders present and introduced the Directors.

The Chairman mentioned about the sad demise of Shri K Kannan, Director of the Company on 18.12.2014 after a short illness. He further said that during his tenure, his guidance and advice were extremely helpful to the Company and his contribution for the Company would be long remembered. The Shareholders then observed two minutes silence as a mark of respect to the departed soul.

The Chairman announced that 1 valid proxy for 10,000 equity shares representing 0.10% of the total voting power, was received. The Proxy Register and duly filled in proxy form were laid on the table and were kept open for inspection.

The Register of Directors' Shareholding was placed on the table and was kept open & accessible to the Shareholders during the continuance of the Meeting as required under Section 170 of the Companies Act, 2013.

The Notice dated 17.2.2015, convening the Meeting was taken as read with the permission of the Shareholders.

The printed Statement of the Chairman, giving the gist of operations of the Company during the 18 months period 2013-14 and upto the date of this meeting, was circulated before the Meeting. The same was taken as read.

The Chairman stated that the figures of the current financial year 2013-14 was for a period of 18 months and hence was not comparable with the previous financial year 2012-13, which was of 12 months. Further, he stated that the year 2013-14 was not satisfactory for the Company on account of factors like short crushing season due to lack of cane availability, low cane recovery, unfavourable weather conditions and impact of State Government policies. The cost of production of sugar had gone considerably higher due to the State Advised Price (SAP) of the UP Government whereas the sugar prices fell, which led to huge losses for the Company during the year. He explained that due to low international sugar prices, export of sugar was also impacted. The Chairman informed the shareholders that the Company had made representations to the UP Government and other Authorities for giving subsidies and formulate plans to revive the Sugar industry. Further, the outlook for the year 2014-15 was dependent on the pricing of sugarcane and Government Policies, which would help in the revival of the Sugar sector. He apprised the shareholders that during the year 2013-14, the Power Division performed well and for the year 2014-15, the Cogen Power Plant was expected to run upto 3rd or 4th week of March, 2015. The Power Division would generate additional revenue on account of increase in the Power Tariff by the UP Electricity Regulatory Commission. The Spirits Division contributed less during the year 2013-14. He informed




that the Seed Division was merged into Agrotech Division, in view of surrender of the farm land declared as surplus under the UP Ceiling on Land Act. He said that the Banks had restructured their Term Loans, which would provide necessary cushion to the Company in terms of working capital and cash flow requirements

The Chairman informed the Shareholders that pursuant to Section 108 of the Act read with Rule 20(1) of the Companies (Management & Administration) Rules, 2014, the Company had provided for the Shareholders, facility to exercise their Right to Vote by Electronic means i.e. E-voting facility. The E-voting facility commenced on Thursday, 12th March, 2015 and concluded on Thursday, 19th March, 2015. He also explained that some of the Shareholders had voted on the resolutions by way of E-voting, but voting at this meeting would be by way of a Poll.

He stated that as per convention, resolutions were proposed and seconded and then put to vote. As some of the shareholders had already voted on the resolutions by way of E-voting, this practice had become redundant, to which the Shareholders agreed to do away with the practice.

The Chairman further informed the Shareholders that the Company had appointed M/s. Ragini Chokshi & Co., Practicing Company Secretary as the Scrutinizer to scrutinize the E-voting process and Poll process in a fair and transparent manner. The Chairman stated that the Polling papers were distributed at the entrance of the AGM Venue to all Shareholders / Proxy-holders and if anyone had not yet received, they could collect the Poll Papers after the conclusion of the meeting from the Scrutinizer and cast their vote by submitting the duly signed Poll Paper in the box available with the Scrutinizer.

He then informed the Shareholders that on receipt of the Scrutinizer's report, the Results of E-voting and Poll would be placed on the Company's website www.kesarindia.com and on the website of CDSL within 2 (two) working days of this AGM.

The Chairman stated that the Auditors' Report which formed part of the Annual Report did not contain any qualification, observation or comment on financial transactions or matters, which had any adverse effect on the functioning of the Company and hence in accordance with Section 145 of the Companies Act, 2013 the Auditors' Report was not required to be read out at the meeting. This was agreed and accepted by the Shareholders present.

RESOLUTION NO.: 1

The Chairman then proposed the following as an **Ordinary Resolution**:

"RESOLVED THAT the Balance Sheet as at 31st December, 2014 for 18 months period, Statement of Profit & Loss for the year ended on that date, together with the Directors' Report and Auditors Report thereon, be and the same are hereby received, approved and adopted."

Shri Jitendra Maheshwari seconded the said resolution.

RESOLUTION NO.: 2

Shri Dinesh Bhatia proposed the following Resolution as an **Ordinary Resolution** for reappointment of Shri P Nayak, Nominee Director [GIC]

"RESOLVED THAT Shri P Nayak, who retires by rotation and being eligible under Articles of Association of the Company, be and is hereby reappointed as Director of the Company."

Shri Harkishandas Sanghavi seconded the same.



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RESOLUTION NO.: 3

Shri Bharat Negandhi proposed the following Resolution as an **Ordinary Resolution** for appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai as Auditors of the Company.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Haribhakti & Co. LLP, Chartered Accountants, [Registration No.103523W] be and is hereby appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors plus reimbursement of traveling and other out-of-pocket expenses incurred by them in performance of their duties."

Smt. Ashalata Maheshwari seconded the same.

RESOLUTION NO.: 4

Shri Sudhir Mehta proposed the following as a **Special Resolution** for appointment of Shri D J Shah (DIN 03095028) as a Whole Time Director of the Company designated as "Director & Company Secretary".

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to approval of the Central Government, if required, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Shri D J Shah (DIN 03095028) as a Whole Time Director of the Company designated as "Director & Company Secretary" for a period of 3 years from 27.1.2015 to 26.1.2018 on a remuneration and the terms and conditions as per Schedule V of the Act and as specifically set out below:

- I. **Salary:** Rs.1,61,000/- per month, which may be increased from time to time by the Board of Directors upto the ceiling as prescribed in Schedule V.
- II. **Perquisites:** In addition to the Salary, Shri D J Shah would be entitled to the following perquisites:
 - i House Rent Allowance @ 60% of the Salary.
 - ii. Medical reimbursement as per the limit specified under the provisions of the Income Tax Act.
 - iii Leave, Leave accumulation and encashment as per rules of the Company.
 - iv Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.
 - v Medclaim and Personal accident insurance premium as per rules of the Company.
 - vi The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business, which will not be considered as perquisites.
 - vii The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company.

Shri D J Shah shall be further eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration by way of salary, perquisites, allowances etc.




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- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together, are not taxable under the Income Tax Act, 1961;
 - ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - iii. Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT Shri D J Shah shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company."

"RESOLVED FURTHER THAT Shri D J Shah would be regarded as a Director liable to retire by rotation."

"RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Shri D J Shah as Director & Company Secretary as the minimum remuneration, within the overall ceiling limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri D J Shah, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter the terms and conditions of the appointment and remuneration payable to Shri D J Shah from time to time within the limits as specified in Schedule V to the Act."

"RESOLVED FURTHER THAT Shri D J Shah be and is hereby authorised to do all such things as may be required to give effect to the above Resolutions including filing of various forms with the Registrar of Companies."

Smt. C E Mascarenhas seconded the same.

RESOLUTION NO.: 5

Smt. Shobhana Mehta proposed the following as an **Ordinary Resolution** for appointment of Shri A S Ruia as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri A S Ruia (DIN: 00296622), Independent Director of the Company, who was appointed as Director liable to retire by rotation under the erstwhile Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri A S Ruia as candidate for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for the 1st Term of 5 (five) consecutive years effective from 19.3.2015 up to the conclusion of the 85th Annual General Meeting of the Company as and when held **AND THAT** he will not be liable to retire by rotation."

Shri A Mascarenhas seconded the same.

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RESOLUTION NO.: 6

Smt. Ashalata Maheshwari proposed the following as an **Ordinary Resolution** for appointment of Shri Ajeet Prasad as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Ajeet Prasad (DIN: 00028983), Independent Director of the Company, who was appointed as Director liable to retire by rotation under the erstwhile Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri Ajeet Prasad as candidate for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for the 1st Term of 5 (five) consecutive years effective from 19.3.2015 up to the conclusion of the 85th Annual General Meeting of the Company, as and when held **AND THAT** he will not be liable to retire by rotation."

Smt. Shobhana Mehta seconded the same.

RESOLUTION NO.: 7

Shri Sudhir Mehta proposed the following as an **Ordinary Resolution** for appointment of Shri Prakash Dubey as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Prakash Dubey (DIN: 02132564), Independent Director of the Company, who was appointed as Director liable to retire by rotation under the erstwhile Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri Prakash Dubey as candidate for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for the 1st Term of 5 (five) consecutive years effective from 19.3.2015 up to the conclusion of the 85th Annual General Meeting of the Company, as and when held **AND THAT** he will not be liable to retire by rotation."

Shri Dinesh Bhatia seconded the same.

RESOLUTION NO.: 8

Shri Vinayak Sahasrabudhe proposed the following as an **Ordinary Resolution** for ratification of payment of remuneration to M/s. R M Bansal & Co., Cost Accountant, Kanpur as Cost Auditor.

"RESOLVED THAT pursuant to the provisions of Sections 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force), the appointment and payment of remuneration of Rs. 85,000 (Rupees Eighty Five Thousand Only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses to M/s. R M Bansal & Co., Cost Accountant, Kanpur (Regn. No.000022) as Cost Auditor, as recommended by Audit Committee and approved by the Board of Directors of the Company, to conduct the audit of the cost records of the Company relating to Sugar & Industrial Alcohol and Electricity for the 15 months period ending 31st March, 2016, be and is hereby ratified by the Members."

CHAIRMAN'S INITIALS

“RESOLVED FURTHER THAT Shri D J Shah, Director & Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of prescribed forms with the Registrar of Companies.”

Shri Bharat Negandhi seconded the same.

The Chairman then invited the Shareholders to speak on the Statement of Accounts placed before the Meeting.

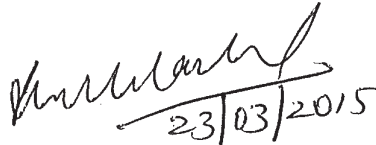
Smt Ashalata Maheshwari, Smt. C. Mascarenhas, Shri Dinesh Bhatia, Shri A Mascarenhas, Shri Beruz Feramroz Pouredehi, Shri Aspi Bhesania expressed their gratitude to the Company and wished good growth to the Company. The Shareholders requested for information / enquired about various matters like outlook for the current year i.e. 2014-15 for Sugar, Power and Spirits Divisions, contribution of Power Division to the turnover of the Company for the current year 2014-15, average rate of interest after the restructuring the loans from Bankers, compensation received from the Government on surrender of surplus farm land, total strength of employees, break even time expected for profitability in Sugar Division, details on assets discarded during the year, rise in contingent liabilities etc.

The Chairman replied satisfactorily to the above questions.

The Chairman thanked the Shareholders / Proxyholders for their presence and then announced completion of business of the meeting.

The Scrutinizers, appointed for the Poll, displayed the empty Polling Box to the Shareholders and locked it. The Chairman then announced that polling process had commenced. After providing adequate time to the Shareholders to exercise their votes and ensuring that all the Shareholders had cast their votes, the Chairman, in consultation with the Scrutinizers, declared that the Polling process was concluded. The Scrutinizers then took charge of the Polling Box.

The meeting was declared closed with a vote of thanks to the Chair as proposed by Smt. Ashalata Maheshwari.


23/03/2015

CHAIRMAN & MANAGING DIRECTOR
DIN: 00294835