



KESAR TERMINALS & INFRASTRUCTURE LIMITED



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CIN : L45203MH2008PLC178061

To,

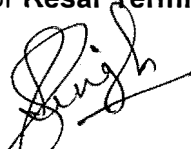
<p>The Secretary Corporate Relationship Department Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001</p>	<p>Mr. Hari K Assistant Vice President Listing Department, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051</p>
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Subject: Combined Voting Results of the 10th Annual General Meeting held on 27th September, 2018.

In compliance with Section 108 of Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, we are enclosing herewith the Consolidated Report of the Scrutinizer, in respect of e-voting done during 24th September, 2018 to 26th September, 2018 and physical ballot form voting done at Annual General Meeting, for the resolutions passed at the 10th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 27th September, 2018. A report of the Consolidated Scrutinizer's report dated 28th September, 2018 in respect of votes cast through Remote E-voting and Poll is enclosed for your information & noting.

Kindly take the above on record.

Yours faithfully,
For Kesar Terminals & Infrastructure Ltd.


Sarika Singh
Company Secretary
Date: 28.09.2018



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
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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman, 10th Annual General Meeting (AGM) of the Equity Shareholders of **KESAR TERMINALS & INFRASTRUCTURE LIMITED**, held on Thursday, 27th September 2018 at 3.30 pm at M C Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushuru 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, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of KESAR TERMINALS & INFRASTRUCTURE LIMITED (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll), voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice dated 7th August, 2018 convening the 10th AGM of the Equity Shareholders of the Company held on Thursday, 27th September 2018 at 3.30 pm at M C Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushuru Dubash Marg, Mumbai 400001.

The Notice dated 7th August, 2018 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.



The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date on Thursday, 20th September, 2018 were entitled to vote on the resolutions as contained in the Notice dated 7th August, 2018 of AGM of the Company.

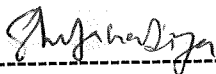
The period for remote e-voting commenced on Monday, 24th September, 2018 at 09:00 a.m. and ended on Wednesday, 26th September, 2018 at 5:00 p.m.

After the end of the remote e-voting period i.e. 26th September, 2018 at 5.00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member have been seen to ensure that these members do not vote again at the AGM. However, the manner in which the votes were cast by the members were not available.


Further, the Chairman announced the voting through Physical Ballot (Poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Shreya Gadiya



Name: Saraswati Phadnis



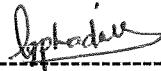
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharex Dynamic (India) Pvt. Ltd, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

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

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

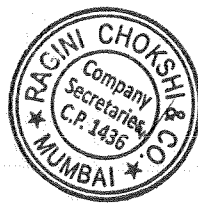


Name: Shreya Gadiya



Name: Saraswati Phadnis

We have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.



Resolution No. 1: Ordinary Resolution:

To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution:

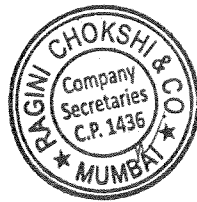
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	37	7021652	99.90
Physical Ballots	12	7315	0.10
Total	49	7028967	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



Resolution No. 2: Ordinary Resolution:

To declare dividend on equity shares for the financial year 2017-18.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	37	7021652	99.90
Physical Ballots	12	7315	0.10
Total	49	7028967	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



Resolution No. 3: Ordinary Resolution:

Re-appointment of Shri J K Devgupta (DIN: 00515391) who retires by rotation.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	36	7021271	99.89
Physical Ballots	12	7315	0.10
Total	48	7028586	99.99

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	381	0.01
Physical Ballots	0	0	0.00
Total	1	381	0.01

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



Resolution No. 4: Ordinary Resolution:

Appointment of Smt. Nilima Mansukhani (DIN: 06964771) as an Independent Director.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	37	7021652	99.90
Physical Ballots	12	7315	0.10
Total	49	7028967	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



Resolution No. 5: Special Resolution:

Appointment of Shri H R Kilachand (DIN: 00294835) as Whole-Time Director designated as Executive Chairman.

(i) Voted in favor of the resolution:

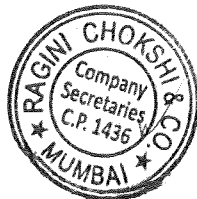
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	36	7021271	99.89
Physical Ballots	12	7315	0.10
Total	48	7028586	99.99

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	381	0.01
Physical Ballots	0	0	0.00
Total	1	381	0.01

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



Resolution No. 6: Special Resolution:

Ratification of appointment of Shri J K Devgupta (DIN 00515391) as a Whole-Time Director for the period 20.11.2017 to 13.02.2018.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	36	7021271	99.89
Physical Ballots	12	7315	0.10
Total	48	7028586	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	381	0.01
Physical Ballots	0	0	0.00
Total	1	381	0.01

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



RESULTS:

I report that both the resolutions stated above stands approved by the Members of the Company with requisite majority.

The electronic data and all other relevant records relating to Remote E-voting and Physical Voting through Ballot Papers at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours faithfully,

Place: Mumbai
Date: 28/09/2018

For Ragini Chokshi & Co.
(Company Secretaries)

R. K. Chokshi



Ragini Chokshi
(Partner)
Mem. No. F2390
C.P. No. 1436

Counter Signed by
For KESAR TERMINALS & INFRASTRUCTURE LIMITED

X *[Handwritten Signature]*

CHAIRMAN
(10th ANNUAL GENERAL MEETING)

8.