

## NOTICE OF POSTAL BALLOT

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

#### Dear Member(s),

Notice is hereby given that pursuant to section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed as a special resolutions by way of postal ballot / electronic voting. The Company is, therefore, seeking your consent for the said proposals by way of special resolutions in compliance with Regulation 17(1A) of "Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. The explanatory statement, pursuant to section 102 and other applicable provisions of the Companies Act, 2013 pertaining to the said resolutions, is annexed hereto along with a Postal Ballot Form for your consideration.

You are requested to carefully read the instructions on the Postal Ballot Notice and the Ballot Form and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the "scrutinizer at the address provided therein, on or before 5.00 p.m. on Monday, 25.03.2019, being the last date for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date shall be deemed to have been not received.

#### Continuation of Directorship of Shri A S Ruia (DIN: 00296622), Non-Executive Independent Director beyond the age of 75 years.

To consider and, if thought it, to give assent or dissent to the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of "Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations"), other applicable provisions if any, of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the Company be and is hereby accorded to continue the directorship of Shri A S Ruia (DIN: 00296622), as the Non-Executive Independent Director of the Company, beyond the age of 75 years, from the effective date of the said Amendment Regulations i.e., 1<sup>st</sup> April, 2019 till the expiry of his term i.e., up to the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company to be held in the year 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

By Oder of Board of Directors

**Sarika Singh**  
Company Secretary  
Membership No. A24186

Place: Mumbai,  
Date: 14.02.2019  
**Registered Office:**  
Oriental House,  
7,Jamshedji Tata Road,  
Churchgate, Mumbai- 400 020

#### IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**the Act**) read with Section 110 of the Act containing all material facts in respect of the Special Resolutions as specified above is annexed hereto.
2. As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the annexure to this Postal Ballot Notice.
3. The Board of Directors of the Company has appointed Mrs. Ragini Chokshi of Ragini Chokshi & Co., Mumbai to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 15<sup>th</sup> February, 2019. Electronic copy of the said Notice and Postal Ballot Form is being sent to all the Members whose email IDs are registered with their respective Depository Participants (DPs) (in case of electronic shareholding) and with the Company or its Registrar and Transfer Agent (in case of physical shareholding). Those Members who have not registered their email address, physical copy of the said Postal Ballot Notice and Postal Ballot Form is being sent through permitted mode along with a self-addressed pre-paid postage Business Reply Envelope.

5. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 15<sup>th</sup> February, 2019, being the cut-off date, will be considered for the purpose of voting including through e-voting. A person who is not a Member on the said date should treat this notice for information purpose only.

6. The remote e-voting period will commence on Sunday, **24.02.2019** (9.00 a.m.) and end on Monday, **25.03.2019** (5.00 p.m.) (both the days inclusive). During this period, Members holding shares as on cut-off date either in physical form or in dematerialised form may cast their votes electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently.

7. Kindly note that the members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case members cast their vote by postal ballot and e-voting then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

8. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to [headoffice@kesarindia.com](mailto:headoffice@kesarindia.com). The Company shall forward the same along with self addressed pre-paid postage Business Reply Envelope to the Member.

9. Members may note that this Notice will be available on the Company's website, <https://www.kesarinfra.com> and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

10. All documents referred to in the Notice and the Statement annexed thereto are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 2.00 p.m. and 4.00 p.m. up to the date of declaration of results of the Postal Ballot.

11. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, **25.03.2019** i.e., the last date specified for receipt of duly completed postal ballot forms or remote e-voting. Special Resolutions passed by Members with requisite majority through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

#### 12. Voting through Physical Postal Ballot Form

- i. A Member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the postal ballot by courier or registered post or delivers it in person at his expense, such Postal ballots will also be accepted. An unsigned postal ballot will be rejected.
- ii. The postal ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on **25.03.2019**. Any postal ballot form received after the said date shall be treated as if the reply from the Member(s) has not been received.

#### 13. Voting through electronic means:

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), the Company is pleased to provide voting by electronic means (**e-voting**) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (**CDSL**) to provide e-voting facility to its Members.

#### The instructions for Members voting electronically are as under:

- (i) The voting period begins on **Sunday 24.02.2019** (9.00 a.m.) and ends on **Monday 25.03.2019** (5.00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the **15.02.2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Any person who becomes a member of the Company after dispatch of notice of the postal ballot and holding shares as on the cut-off date is requested to contact Company's RTA to get the details relating to his / her user-id and password. Members may call the RTA through telephone number +91- 2851 5606- 5644 or send an email request to [evoting@sharexindia.com](mailto:evoting@sharexindia.com).
- (iii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholder/Members.
- (v) Now Enter your User ID
  - a. For CDSL: 16 Digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any

company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv)

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xii) Click on the **EVS-190205002** for the relevant <Kesar Terminals & Infrastructure Limited> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also stake out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non- Individual Members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the account(s) numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

14. The Scrutiniser will submit her report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot Form/e-voting will be declared by the Chairman or, in his absence, by a Person Authorised by him on or before Wednesday, **27.03.2019** at the Registered Office of the Company at Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai- 400 020. The said results will also be intimated to the stock exchanges and uploaded on the Company's website viz., <https://www.kesarinfra.com>

#### EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 (the Act)

**Continuation of Directorship of Shri A S Ruia (DIN 00296622), Non-Executive Independent Director beyond the age of 75 years.**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure requirements) regulations, 2015 (herein after referred to as Listing regulations') as amended vide SEBI (Listing Obligations and Disclosure requirements) (Amendment) regulations, 2018, with effect from 1<sup>st</sup> April, 2019, no listed Company shall appoint or continue the directorship of a Non-Executive Director (which includes directorship of Independent Directors) who has attained the age of 75 years, unless a special resolution is passed to that effect and

justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

At the 6<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> July, 2014, an Ordinary Resolution was passed by the Members of the Company for the appointment of Shri A S Ruia (DIN 00296622), as an Independent Director for a period of five years. Shri A S Ruia (DIN 00296622) will complete his present term on the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2019. In terms of the said Regulation 17(1A), consent of the Members by way of Special Resolution is required for continuation of Shri A S Ruia beyond the age of 75 years. Shri A S Ruia has attained the age of 75 years on 17.12.2018.

Shri A S Ruia (DIN 00296622) is an Industrialist and is highly respected for his knowledge and experience in sugar & distiller industries, currently he is Chairman & Managing director of The Kolhapur Sugar Mills Ltd. He is also on the national executive committee of the Federation of Indian Chambers of Commerce and Industry (FICCI), the foremost business organization in India and the IMC Chamber of Commerce & Industry, the premier business organization in Western India. Accordingly, the Board at the recommendation of Nomination & remuneration Committee the meeting held on 14<sup>th</sup> February, 2019, recommended for the approval of the members, continuation of Shri A S Ruia (DIN 00296622) as an Independent Director of the Company beyond the age of 75 years till the completion of his present term i.e. up to the conclusion of 11<sup>th</sup> Annual General Meeting to be held in the calendar year 2019, on the existing terms and conditions.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

#### Details of Shri A S Ruia

<b>Name of the Director</b>	Shri A S Ruia
<b>Date of Birth</b>	17.12.1943
<b>Age</b>	75 Years
<b>Date of First Appointment on the Board</b>	He is director since incorporation of the Company i.e. 21.01.2008
<b>Date of last appointment</b>	On 04.07.2014 appointed as independent Director for the first term of Five years in accordance with applicable provisions of the Companies Act, 2013.
<b>Qualification</b>	Sr. Cambridge
<b>Expertise in Functional Area</b>	Shri A S Ruia was on the Board as Director since incorporation. He is an Industrialist and is highly respected for his knowledge and experience in sugar & distiller industries.
<b>Number of Shares held in the Company</b>	1456
<b>Directorship held in Other Listed Companies.</b>	Kesar Enterprise Ltd.
<b>Chairmanship/Membership of the Committees of other listed Companies</b> (Only Audit & Stakeholder relationship Committee are considered)	<b>Audit Committee:</b> Kesar Enterprises Ltd.- Chairman <b>Stakeholders relationship Committee</b> Kesar Enterprises Ltd.- Member
<b>Relationship with other directors / KMP</b>	<b>NIL</b>
<b>No. of Board Meetings attended</b>	He has attended all the five board meetings held during the period from April 2018 to December 2018.
<b>Terms and conditions for Appointment/ re-appointment</b>	As per the Draft Appointment Letter

By Oder of Board of Directors

Sarika Singh  
Company Secretary  
Membership No. A24186

Place: Mumbai,  
Date: 14.02.2019

Registered Office:  
Oriental House,  
7, Jamshedji Tata Road,  
Churchgate, Mumbai- 400 020  
CIN: L45203MH2008PLC178061