



KESAR TERMINALS & INFRASTRUCTURE LIMITED



Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai - 400020, India. Website : <http://www.kesarinfra.com>
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CIN : L45203MH2008PLC178061

27th March, 2019

The Secretary Corporate Relationship Department Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code : 533289	Listing Department, National Stock Exchange of India Ltd. 5 th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Symbol: KTIL
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Dear Sir/ Madam,

Sub: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This is with reference to our letter dated 22nd February, 2019, wherein we had enclosed the Postal Ballot Notice ("Notice") dated 14th February, 2019, along with Explanatory Statement and the Postal Ballot Form, for seeking approval of the shareholders of the Company for business as specified in the Notice.

In connection with the above, please find enclosed the following:


1. Voting results pursuant to Regulation 44(3) of (SEBI)Listing Regulations, 2015; and
2. Scrutinizer's Report on voting through Postal Ballot (including voting by electronic means) dated 27th March, 2019. The resolutions as specified in the Notice have been passed by the shareholders of the Company with requisite majority.

Voting results along with the Scrutinizer's report will also be made available on the Company's website at www.kesarinfra.com.

Kindly take the same on record and acknowledge the receipt.

Yours faithfully,

For Kesar Terminals & Infrastructure Ltd.


Sarika Singh
Company Secretary



Postal Ballot Voting results	
Disclosure pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	
Record date	15-02-2019
Total number of shareholders on record date i.e. 15.02.2019	7707
No. of shareholders present in the meeting either in person or through proxy	Not applicable
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	Not applicable
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1

Resolution (1): Continue Directorship of Shri A S Ruia (DIN 00296622), Non-Executive Independent Director beyond the age of 75 Years.								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	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	E-Voting	6547614	6514378	99.4924	6514378	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6547614	6514378	99.4924	6514378	0	100.0000
Public-Institutions	E-Voting	563922	459488	81.4808	459488	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		563922	459488	81.4808	459488	0	100.0000
Public-Non Institutions	E-Voting	3814939	52710	1.3817	49733	2977	94.3521	5.6479
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		7435	0.1949	7383	52	99.3006	0.6994
	Total		3814939	60145	1.5766	57116	3029	94.9638
Total	Total	10926475	7034011	64.3758	7030982	3029	99.9569	0.0431





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
web: csraginichokshi.com

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014]

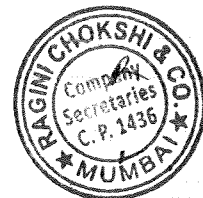
To,
The Chairman & Executive Director,
Kesar Terminals & Infrastructure Limited,
Oriental house, 7 Jamshedji Tata road,
Churchgate, Mumbai - 400020.

Subject: Scrutinizer's Report

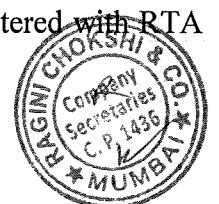
Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practising Company Secretaries, having office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **Kesar Terminals & Infrastructure Limited** (the "Company") at their Meeting held on February 14, 2019 for Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of the Special Resolution:

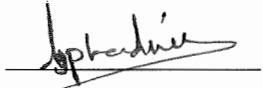
- 1) To Continue Directorship of Shri A. S. Ruia (DIN: 00296622), Non-Executive Independent Director beyond the age of 75 Years.
- 2 I have scrutinized the Postal Ballot forms and e-voting and votes tendered therein; Accordingly, I now submit my report as under:
 - 2.1 The E-Voting/ Postal Ballot Process commenced on 24th, February, 2019 at 09.00 a.m. (IST) and ended at 5.00 p.m. (IST) on 25th, March, 2019.

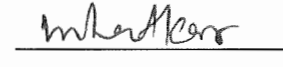


- 2.2 The Company completed the dispatch of Postal- Ballot forms on February 22, 2019 along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members as on Friday, February 15, 2019.
- 2.3 Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose as per Companies (Management & Administration) Rules, 2014.
- 2.4 The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes at the office of Sharex Dynamic (India) Pvt. Ltd, Registrar and Transfer Agent (RTA) of the Company, before commencing the scrutiny of Postal Ballot forms.
- 2.5 The ballot boxes containing Postal Ballot forms were opened in our presence after close of voting period i.e. 5. 00 p.m. (IST) on Monday, March 25, 2019.
- 2.6 The Postal Ballot forms were duly opened in our presence & scrutinized and the Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficial Owners received from the Depositories as on the cut-off-date on Friday, February 15, 2019.
- 2.7 All Postal Ballot forms/e-voting confirmations received up to 5.00 p.m. (IST), on Monday, March 25th, 2019 the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- 2.8 Envelopes containing Postal- ballot forms received after 5.00 p.m. (IST) on Monday, March 25th, 2019 were not considered for our scrutiny.
- 2.9 Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- 2.10 We have not found any defaced or mutilated ballot paper.
- 2.11 With the support of Sharex Dynamic (India) Pvt. Ltd. Registrar and Transfer Agent (RTA), the Postal Ballot Forms were duly scrutinized and the signatures of Members who had not cast their votes electronically, were verified with their specimen signatures registered with RTA /as provided by the depositories.



2.12 After the end of e-voting period i.e. 5.00 p.m. (IST) on Monday, March 25, 2019, I have unblocked the electronic votes and downloaded the e-voting Report from the Central Depository Services (India) Limited website in the presence of two witnesses, Ms. Saraswati Phadnis and Mr. Mandar Hatkar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Saraswati Phadnis


Mandar Hatkar

The Consolidated Report on the result of the remote e-voting and voting through physical ballot (poll) in respect of the said Resolutions is as under:

Resolution No.1: Special Resolution:

I To Continue Directorship of Shri a S Ruia (DIN 00296622), Non-Executive Independent Director beyond the age of 75 Years.

DETAILS OF POSTAL BALLOT RECEIVED FOR RESOLUTION

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	35	18,491	100
2.	Less: Invalid Postal Ballot	10	11,056	--
3.	Net Postal Ballots with valid votes cast	25	7,435	100
4.	Postal Ballot with Assent Resolution	24	7,383	99.3006
5.	Postal Ballot with Dissent Resolution	01	52	0.6994

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	41	7026576	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	41	7026576	100
Total no. Votes with Assent	35	7023599	99.9576



Total no. Vote with Dissent	06	2977	0.0424
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SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	70,34,011	100
Assented to Resolution	70,30,982	99.9569
Dissented to Resolution	3,029	0.0431

RESULTS:

All the resolution stated above have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot papers, shall remain in our safe custody until the Chairman considers, approves and signs the same after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For **Ragini Chokshi & Co.**
(Company Secretaries)



R. K. Chokshi

Ragini Chokshi
(Partner)

Membership No. 2390

ICSI C.P. No. 1436

Place: Mumbai

Date: 27/03/2019

Countersigned

For **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

J. K. Devgupta
Name **J K Devgupta**
Non-Executive Director

