KESAR TERMINALS & INFRASTRUCTURE LIMITED

Oriental House, 6th Floor, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020. India. www.kesarinfra.com
Phone:(+91-22)22042396/22851737 Fax:(+91-22)22876162 Email:headoffice@kesarinfra.com
CIN:L45203MH2008PLC178061

Mr. Hari K
Vice President
Listing Department,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051

25th September, 2015

Fax # : 2659 8237 / 2659 8238

Dear Sir,

Re: Outcome of the 7th Annual General Meeting of the Shareholders of the Company

We wish to inform you that at the 7th Annual General Meeting held on 23rd September, 2015 all the items of business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the Resolutions (Resolution Nos. 1 to 5) have been passed by the Shareholders by requisite majority either by E-voting or through voting by Poll conducted at the Annual General Meeting.

The details of the voting results at the AGM are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement. This shall also be treated as compliance with Clause 31(d) of the listing agreement.

A copy each, of the Scrutinizers Report dated 25.9.2015 on E-voting and voting by Poll [Ballot Paper] are attached herewith.

Kindly put the same on your notice board for the information of your Members and also for the Shareholders of the Company.

Thanking you,

Yours faithfully,
For Kesar Terminals & Infrastructure Ltd.

Bhautesh Shah
Company Secretary

Encl: As above

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Sr No.	Description	Particulars
1.	Date of Annual General Meeting	23rd September, 2015
2.	Total number of Shareholders on record date	6881
3.	No. of shareholders present in the meeting either in person or through proxy • Promoters and Promoters Group • Public Number of shareholders who participated in e-voting	 9 62 71 39
4.	No. of Shareholders attended the meeting through Video Conferencing • Promoters and Promoters Group • Public	Not arranged

Details of the Agenda

Resolution No.1: Adoption of Standalone and Consolidated Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon- Ordinary Resolution

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	31,47,924	30,91,048	98.19%	30,91,048	___	100%	0.00%
Public – Institutional holders	2,58,856	___	0.00%	___	___	0.00%	0.00%
Public- Others	18,46,333	95,004	5.15%	94,999	5	99.995%	0.005%
Total	52,53,113	31,86,052	60.65%	31,86,047	5	99.999%	0.001%

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Resolution No.2: To declare dividend of Rs.3.50 per Equity Share of the face value of Rs.10 each - Ordinary Resolution

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	31,47,924	30,91,048	98.19%	30,91,048	____	100%	0.00%
Public – Institutional holders	2,58,856	____	0.00%	____	____	0.00%	0.00%
Public- Others	18,46,333	95,004	5.15%	94,999	5	99.995%	0.005%
Total	52,53,113	31,86,052	60.65%	31,86,047	5	99.999%	0.001%

Resolution No.3: Reappointment of Shri J K Devgupta as Director of the Company - Ordinary Resolution

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	31,47,924	30,91,048	98.19%	30,91,048	____	100%	0.00%
Public – Institutional holders	2,58,856	____	0.00%	____	____	0.00%	0.00%
Public- Others	18,46,333	94,864	5.14%	94,859	5	99.995%	0.005%
Total	52,53,113	31,85,912	60.65%	31,85,907	5	99.999%	0.001%

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Resolution No.4: Appointment of M/s Haribhakti & Co. LLP as Auditors of the Company - Ordinary Resolution

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	31,47,924	30,91,048		30,91,048	____	100%	0.00%
Public – Institutional holders	2,58,856	____	0.00%	____	____	0.00%	0.00%
Public- Others	18,46,333	95,004	5.15%	94,999	5	99.995%	0.005%
Total	52,53,113	31,86,052	60.65%	31,86,047	5	99.999%	0.001%

Resolution No.5: Approve & Ratify the transaction under Section 188 of the Companies Act, 2013 – Special Resolution

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	31,47,924	____	0.00%	____	____	0.00%	0.00%
Public – Institutional holders	2,58,856	____	0.00%	____	____	0.00%	0.00%
Public- Others	18,46,333	91,657	4.96%	91,390	267	99.71%	0.29%
Total	52,53,113	91,657	1.74%	91,390	267	99.71%	0.29%

Please take the same on record and acknowledge.

Yours faithfully,
For **Kesar Terminals & Infrastructure Ltd.**

Bhautesh Shah
Company Secretary

Encl:
1) Consolidated Scrutinizers Report on E-voting and Poll

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 : 25/09/2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Kesar Terminals & Infrastructure Limited

7th Annual General Meeting of the Equity Shareholders of Kesar Terminals & Infrastructure Limited held on Wednesday 23rd September, 2015 at 3:30 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th 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, 5th Floor, 38,Cawasji Patel Street, Fort, Mumbai-400001, have 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 convening the 7th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday 23rd September, 2015 at 3.30 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.

The Notice dated 6th August, 2015 convening the Annual General Meeting 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 Annual General Meeting of the Equity Shareholders of the Company.

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

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 of 16th September, 2015 were entitled to vote on the resolutions as contained in the Notice of Annual General Meeting of the Company.

The period for remote E-voting commenced on Sunday, 20th September, 2015 at 9:00 a.m. (IST) and ended on Tuesday, 22nd September, 2015 at 5:00 p.m. (IST). The CDSL E-voting platform was blocked thereafter.

On 22nd September, 2015, after the end of the remote E-voting period, 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 could be seen to ensure that these members do not vote again at the Annual General Meeting.

Further, the Chairman announced the poll at the Annual General Meeting 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, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 Building, Carmichael Road, Pedder Road, Mumbai 400026.) 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: Ms. Bhaviika Bharat Jain

Name: Rupa Kothari

The Poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by 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 remote e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 Building, Carmichael Road, Pedder Road, Mumbai

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1496 MUMBAI

400026.). They have signed below in confirmation of the votes being unblocked in their presence.

Name: Ms. Bhaviika Bharat Jain

Name: Rupa Kothari

I 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 7th Annual General Meeting.

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

Resolution No.1: Ordinary: Consider and adopt the Audited Standalone & Consolidated Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the period ended on the date together with the Reports of 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	39	2604173	99.999
Physical Ballot	30	581874	100.00
Total	69	3186047	99.999

(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	2	5	0.001
Physical Ballot	0	0	0
Total	2	5	0.001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	7754

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Resolution No.2: Ordinary: Declaration of Dividend on the Equity Shares for the financial year 2014-2015.

(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	39	2604173	99.999
Physical Ballot	30	581874	100.00
Total	69	3186047	99.999

(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	2	5	0.001
Physical Ballot	0	0	0
Total	2	5	0.001

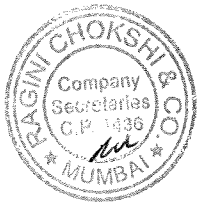
(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	7754

Resolution No.3: Ordinary: Re-appointment of Shri J.K.Devgupta as a Director of the Company

(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	38	2604033	99.999
Physical Ballot	30	581874	100.00
Total	68	3185907	99.999



(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	2	5	0.001
Physical Ballot	0	0	0
Total	2	5	0.001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	7754

Resolution No.4: Ordinary: Appointment of M/s Haribhakti & Co., LLP, Statutory Auditors of the Company and fixing their remuneration.

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

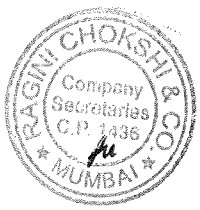
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	2604173	99.999
Physical Ballot	30	581874	100.00
Total	69	3186047	99.999

(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	2	5	0.001
Physical Ballot	0	0	0
Total	2	5	0.001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	7754



Resolution No.5: Special: Approve and ratify the transaction under Section 188 of the Companies Act, 2013.

(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	23	10216	97.453
Physical Ballot	28	81174	100.00
Total	51	91390	97.453

(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	3	267	2.547
Physical Ballot	0	0	0
Total	3	267	2.547

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	7754

Based on the aforesaid results, Resolutions No. 1 to 5 contained in the Notice dated 6th August, 2015, have been passed with requisite majority.

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting 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,

Place: Mumbai

FOR RAGINI CHOKSHI & CO.

Date: 25/09/2015

R. K. CHOKSHI

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

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

CHAIRMAN

FOR KESAR TERMINALS & INFRASTRUCTURE LTD