



# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

Registered Office: Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai 400 020, India. Website : <http://www.kesarinfra.com>,  
Phone : (91-22) 22042396/22851737 Fax: (91-22) 22876162 Email: [headoffice@kesarinfra.com](mailto:headoffice@kesarinfra.com) CIN : L45203MH2008PLC178061

## **POSTAL BALLOT NOTICE**

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

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "Rules"), for the consent of the Members of Kesar Terminals & Infrastructure Limited (hereinafter referred to as the "Company") to the resolutions mentioned below, which are required to be passed by Postal Ballot. The Explanatory Statement pertaining to the said resolutions setting out the material facts and reasons thereof is annexed hereto for your consideration. The Postal Ballot Form is also annexed to this Notice for the purpose of exercising the votes in respect of the following resolutions.

The Members may please note that the voting of the resolutions as contained in this Notice will be made through Postal Ballot/E-voting process.

The Board of Directors at its meeting held on 7.8.2014 has appointed Ms. Ragini Chokshi, Partner of M/s Ragini Chokshi & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and in accordance with the provisions of the Act and Rules framed there under.

In compliance with clause 35B of the Listing Agreement and provisions of section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through Postal Ballot Form, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the website [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting for the process and manner in which e-voting is to be carried out.

Members opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the back side of the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on **Friday, 26th September, 2014**.

The Results of the E-voting and Postal Ballot shall be aggregated and declared by the Chairman or any other person authorized in this regard on **Tuesday, the 30th day of September, 2014** at 4:30 p.m. at the Registered Office at Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai - 400 020. The results along with Report of the Scrutinizer shall be displayed on the Company's website: [www.kesarinfra.com](http://www.kesarinfra.com) and on the website of CDSL within two (2) working days of passing of the resolutions and communicated to the Stock Exchanges.

### **SPECIAL BUSINESS:**

#### **1. Creation of Mortgage / Charge on the Assets of the Company:**

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

**"RESOLVED THAT** in continuation of and in addition to the Resolution passed through Postal Ballot on 7th March, 2013 and in pursuance of the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), consent of the Shareholders of the Company be and is hereby granted to the Board of Directors of the Company (herein referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted / to be constituted to exercise its powers, including the powers conferred by this Resolution) to create mortgage(s) and / or charge(s) and / or hypothecation(s) in addition to the mortgage(s) and / or charge(s) and / or hypothecation(s) already created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and

/ or immovable properties and assets of all kinds of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institution(s)/ Bank(s)/ Lender(s)/ Agent(s) and Trust(s)/ Trustee(s) for securing the borrowings availed / to be availed by the Company, by way of loan(s) (in rupee and/or foreign currency) and securities (comprising fully / partly Convertible Bonds/ Debentures/ warrants/ Non Convertible Debentures or other debt instruments) issued/ to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act, together with interest, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/ to be entered into between the Company and the Lender(s)/ Agent(s) and Trust(s)/ Trustee(s), in respect of the said loans/ borrowings/ bonds/ debentures/ warrants containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s) and Trust(s)/ Trustee(s)."

**"RESOLVED FURTHER THAT** for the purpose aforesaid, the Board and/ or its duly constituted Committee be and are hereby authorized to finalise and execute such documents, deeds, writings, papers, agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

## **2. Borrowing Powers of the Company:**

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

**"RESOLVED THAT** in continuation of the Ordinary Resolution passed through Postal Ballot on 29th March, 2012 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force), consent of the Company be and is hereby granted to the Board of Directors of the Company to borrow from time to time, such sum or sums of money as it may consider fit, notwithstanding that the monies to be so borrowed together with monies, if any, already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however that, the total amount so borrowed, shall not exceed a sum of Rs.400 crore (Rupees Four Hundred Crore Only) at any time".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/ or its duly constituted Committee be and is hereby authorized to do all such acts, deeds, matters, things and execute documents as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid and further to delegate all or any of the above powers to the committee of the Directors or the Chairman as may be necessary, proper, desirable or expedient to give effect to this resolution."

## **3. To make Investment, Loan or give Guarantee of provide Security in connection with a loan:**

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

**"RESOLVED THAT** in partial modification of the earlier Special Resolution passed by the Members through the Postal Ballot process on 7th March, 2013 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, or any amendments or modifications (including any statutory modification or re-enactment thereof for the time being in force) and subject to consent, sanction and approval of and permission as may be necessary in that behalf, consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest / acquire from time to time by way of subscription, purchase, conversion or otherwise in the equity shares, preference shares, debentures (whether convertible or non-convertible) or any other financial instruments of Kesar Multimodal Logistics Limited (KMLL) in one or more tranches or to make / give from time to time any loan or loans and to give from time to time any guarantee(s) and/ or provide any security, in connection with any loan(s) made, by any other person(s) to KMLL, as the Board may think fit, for the amount exceeding the limits specified in Section 186 of the Companies Act, 2013 subject to a limit of Rs.300 crore (Rupees Three Hundred Crore only)."

**“RESOLVED FURTHER THAT** the Board and/ or its duly constituted Committee be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of any loan/ investment/ guarantee/ security including the timing, the amount and other terms and conditions of such loan/ investment/ guarantee/ security and varying the same through transfer, sale, disinvestment or otherwise, either in part or in full, and also to settle any question or difficulty that may arise in regard to this and further do and perform all such acts matters, deeds and things as may be necessary without further referring to the members of the Company, including finalizing and executing agreements, deeds and such other documents and writings as may be necessary or expedient in its own discretion and in the best interest of the Company and as may, deem appropriate for the purpose of giving effect to this resolution.”

**Registered Office:**

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate,  
Mumbai – 400 020

**7th August 2014**

By Order of the Board of Directors  
For **Kesar Terminals & Infrastructure Limited**

**Bhautesh Shah**  
Company Secretary

**Notes :**

1. Explanatory Statement as required under Sections 102 and 110 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the Notice above are proposed to be passed by Postal Ballot.
3. The Board of Directors has appointed Ms. Ragini Chokshi, Partner of M/s Ragini Chokshi & Co., Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Scrutinizer will submit the report to the Chairman / Director of the Company after completion of scrutiny of the Postal Ballot Forms / E-Voting process.
5. The Result of the Postal Ballot / E-Voting will be announced by the Chairman on **Tuesday, 30th September, 2014** at 4:30 p.m at the Registered Office of the Company at Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. The Result will also be published in the newspapers and will be posted on the website of the Company **[www.kesarinfra.com](http://www.kesarinfra.com)**.
6. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast, if any, against the said Resolutions.
7. In the event of all the draft resolutions assented by the requisite majority of the Members of the Company through Postal Ballot / E-Voting process, the date of declaration of results shall be deemed to be the date of passing of the said resolutions.

**E-Voting:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins at **00:01 hours on Wednesday, the 27th August, 2014 and ends on 23:55 hours on Friday**

**the 26th September, 2014.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 demat account/folio number in the PAN field.</li> <li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
<b>DOB</b>	<ul style="list-style-type: none"> <li>• Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</li> </ul>
<b>Dividend Bank Details</b>	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "**SUBMIT**" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVS**N for **Kesar Terminals & Infrastructure Ltd.** on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (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 have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - 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.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) 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)
- xix) Ms. Ragini Chokshi, Partner of M/s Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xx) The Results declared by the Company along with the Scrutinizer’s report shall be placed on the Company’s website [www.kesarinfra.com](http://www.kesarinfra.com) and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

## ANNEXURE TO THE NOTICE

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto**

### **Item No. 1**

According to Section 110 and 180(1)(a) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of the shareholders by way of an Special Resolution through Postal Ballot is required for sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company.

Taking into consideration the funding of its existing business operations (including the project awarded by Mandi Board for Setting up of Composite Logistics Hub at Pawarkheda, District Hoshangabad, Madhya Pradesh with its Consortium Member Kesar Enterprises Limited [KEL] carried out through a Special Purpose Vehicle named "Kesar Multimodal Logistics Limited") and future growth plans of the Company, the Shareholders vide Postal Ballot Result dated 29.3.2012 had authorized the Board of Directors to borrow money exceeding at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs.400 crore (Rupees Four Hundred crore only) being the limit approved under Section 293(1)(d) of the Companies Act, 1956.

The Company has been sanctioned a Term Loan from YES Bank amounting to Rs.30 crore Secured by way of Exclusive charge as mentioned below:

- a) tanks and movable fixed assets of the Company at Kandla Terminals 1 & 2;
- b) Current Assets of the Kandla Terminal business of the Company; and
- c) Insurance Policies for Kandla Terminals in the name of the Company.

The present outstanding amount of the Term Loan with YES Bank as on 7.8.2014 is Rs.12.67 crore (Rupees Twelve Crore Sixty Seven Lakh only). These borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and / or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s) including the aforesaid charge created by the Company.,

Further, upon occurrence of default, if any, under the relevant loan / facility agreements and other documents as may be executed by the Company with the lender(s), the lender(s) would have certain rights in respect of the Company's assets, moveable and immoveable properties including the rights of sale / disposal thereof. Creation of charge(s) as aforesaid and their enforcement as Company's lenders on occurrence of default, if any, may amount to a sale / disposal of the whole or substantially the whole of the undertaking of the Company with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed.

As per Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

The Board recommends the passing of the Resolution under Item No.1 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in this item of business.

### **Item No.2**

The Shareholders of the Company, vide Postal Ballot Result dated 29.3.2012, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained or to be obtained in the ordinary course of business) not exceeding at any time Rs.400 Crore (Rupees Four Hundred Crore) over and above the paid up share capital of the Company and its free reserves. However, after the coming into effect of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Company needs to pass a Special Resolution to authorise the Board of Directors for making such borrowings.

As per Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

The Board recommends the passing of the Resolution under Item No.2 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in this item of business.

### **Item No.3**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of

- i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or
- ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

The Shareholders vide Postal Ballot Result dated 7.3.2013 had accorded by way of a Special Resolution, their approval to the Board of Directors of the Company to make any loan, investment or give guarantee or provide any security upto Rs.160 Crore (Rupee One Hundred Sixty Crore) pursuant to Section 372A of the Companies Act, 1956. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to Kesar Multimodal Logistics Limited for an amount not exceeding Rs.300 Crore (Rupee Three Hundred Crore). The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds / internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

As per Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

The Board recommends the passing of the Resolution under Item No.3 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in this item of business except the Promoter Directors i.e. Shri H. R. Kilachand and Smt. Madhavi Kilachand and Independent / Nominee Director/s Shri A. S. Ruia, Shri K. Kannan and Shri J. N. Godbole.

The said Notice of Postal Ballot and Form have been placed on the Company's website which is [www.kesarinfra.com](http://www.kesarinfra.com) for the perusal of the members/shareholders.

Registered Office:

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate,  
Mumbai – 400 020

**7th August, 2014**

By Order of the Board of Directors  
For **Kesar Terminals & Infrastructure Limited**

**Bhautesh Shah**  
Company Secretary