



KESAR TERMINALS & INFRASTRUCTURE LIMITED

Regd. Off: 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
CIN : L45203MH2008PLC178061 GSTN : 24AADCK2945C1ZR

December 19, 2023

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 533289

Dear Sir / Madam,

Sub: Voting Results of the Postal Ballot Notice dated 10th November, 2023
Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")

Dear Sir/ Madam,

This is further to our letter dated 16th November, 2023 informing about the notice of Postal Ballot dated 10th November, 2023 ("Notice") seeking approval of members of the Company in respect of the item set out in the Notice through remote e-voting system.

We wish to inform you that, based on the scrutinizer report dated 19th December, 2023 on voting results of the Postal Ballot, the members of the Company have passed the below Ordinary Resolution with the requisite majority:

Description of Resolution	Type of Resolution
Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company.	Ordinary

In view of the above, please find enclosed herewith the following documents:

- Details of voting results in the format specified under Regulation 44 of the SEBI Listing Regulations, 2015; and
- Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

The Results along with the Scrutinizer's Report are being uploaded on the website of the Company viz. www.Kesarinfra.com and website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in>. Please take the same in your record.

For **Kesar Terminals & Infrastructure Limited**

Sarika Singh
Company Secretary



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Results of Postal Ballot (As per Regulation 44(3) of Listing Regulations)

Voting results	
Date of Postal Ballot Notice	10-11-2023
e-Voting Start Date	17-11-2023
e-Voting End Date	16-12-2023
Record date	10-11-2023
Total number of shareholders on record date	5922
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	N.A
b) Public	N.A
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	N.A
b) Public	N.A



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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company.				
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	6678922	6666291	99.8109	6666291	0	100.0	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6678922	6666291	99.8109	6666291	0	100.0	0.0000
Public-Institutions	E-Voting	358015	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	358015	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	3889538	68717	1.7667	66716	2001	97.0881	2.9119
	Poll							
	Postal Ballot (if applicable)							
	Total	3889538	68717	1.7667	66716	2001	97.0881	2.9119
Total	Total	10926475	6735008	61.6393	6733007	2001	99.9703	0.0297
Whether resolution is Pass or Not.								Yes

For Kesar Terminals & Infrastructure Limited

Sarika Singh
Company Secretary



Ref No.:1772/2023-24

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Kesar Terminals & Infrastructure Limited
CIN: L45203MH2008PLC178061
Oriental House, 7 Jamshedji Tata Road,
Churchgate, Mumbai,
Maharashtra, India, 400020

Dear Sir,

Sub: Scrutinizer's Report on postal ballot through remote e-voting process in respect of passing of the resolution set-out in the postal ballot notice dated November 10, 2023.

I, Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Kesar Terminals & Infrastructure Limited (hereinafter called as "**the Company**"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolution contained in the postal ballot notice dated November 10, 2023 ("**Notice**") issued in accordance with the Act and Rules read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being No. 09/2023 dated September 25, 2023 ("**MCA Circulars**"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**")

The management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the Listing Regulations

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by the Link Intime India Private Limited ("**Link Intime**"), the service provider engaged by the Company to provide e-voting facility to its members.



The Members of the Company holding shares as on the "**cut-off**" date as set out in the Notice i.e. **Friday, November 10, 2023** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting commenced at 09.00 a.m. (IST) on Friday, November 17, 2023 onwards and concluded at 05.00 p.m. (IST) on Saturday, December 16, 2023.

The votes cast during the e-voting were unblocked on 5:06 P.M. after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses who are not in the employment of the Company.

Votes cast by the Members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited.

I now submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the report generated by Link Intime in respect of the following resolution as under:

SPECIAL BUSINESS:

ORDINARY RESOLUTION

Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) & relevant provisions of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be required, the consent of the members be and is hereby accorded for the re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as "Executive Chairman" of the Company entrusted with substantial powers of the management for a further period of 3 years commencing from 20th December, 2023 up to 19th December, 2026 upon the terms and conditions as recommended by the Nomination and Remuneration Committee("NRC") & approved by the Board of Directors ('Board')."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of the said reappointment and remuneration in such manner as may be agreed to between the Board of Directors and Shri Harsh R Kilachand within terms and conditions as mentioned below:

I. SALARY:

- a) Salary: In the scale of Rs. 2,00,000/- per month to Rs.7,50,000/- per month as may be decided by Board of Directors based on the performance of the Company subject to specified ceiling limit of the managerial remuneration under the provisions of section 197 read with schedule V of the Act.



- b) Incentives, not exceeding the specified ceiling limit of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under section 198 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

II Perquisites: Shri Harsh Rajnikant Kilachand shall be entitled to House Rent Allowance (not exceeding 60% of the salary as mentioned at (a) above), gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car with driver, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Shri Harsh R Kilachand.

Shri Harsh R Kilachand shall be further eligible to the following perquisites also which shall not be included in the computation of the ceiling limit on remuneration:

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent it is not taxable under the Income Tax Act;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.

“RESOLVED FURTHER THAT Shri Harsh R Kilachand shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- i. Voting **“in favour”** of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
69	67,33,007	99.9703

- ii. Voting **“against”** the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
5	2,001	0.0297

- iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

Based on the above e-voting results on the aforesaid resolution, the valid votes cast by the members in favour are more than valid votes cast against. Accordingly, you may declare the results of e-voting.



All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter, the same shall be handed over to the Company Secretary for safe keeping.



Place : Mumbai
Date : December 19, 2023

For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021E002976063

We, the undersigned, have witnessed that the results of postal ballot through e-voting were unblocked and downloaded from the Link Intime e-voting service provider's platform in our presence on 5.06 P.M.

Dhiraj Palav

Vedant Dhumal

Countersigned by
For Kesar Terminals & Infrastructure
Limited

Sarika Singh
Company Secretary
Membership No. A24186