

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Regd. Off: Oriental House, 7 Lamshedji 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

11th September, 2020

To,

The Secretary
Corporate Relationship Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code : 533289

Dear Sir / Madam,

Sub: Declaration of Voting Results & Consolidated Scrutinizer Report- 12th Annual General Meeting.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following documents:

1. Voting Results in the format prescribed by Securities and Exchange Board of India.
2. Consolidate Report of Scrutinizer pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management & Administration) Amendment Rules, 2014 as amended.

The Results along with the Report of the Scrutinizer are being uploaded on the website of the Company and on the website of the Link Intime India Pvt. Ltd.

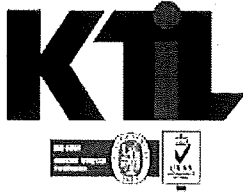
Please take the same on you record.

Thanking you,

Yours faithfully,
For **Kesar Terminals & Infrastructure Limited**


Sarika Singh
Company Secretary

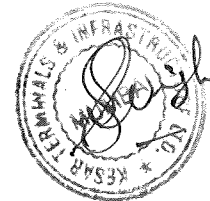
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Voting results	
Record date	02-09-2020
Total number of shareholders on record date	7120
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	N.A.
b) Public	N.A.
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	36
No. of resolution passed in the meeting	7



Kesar Terminals & Infrastructure Limited

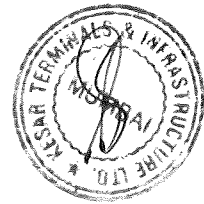
1 - To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Resolution Required : (Ordinary)

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
Promoter and Promoter Group	E-Voting	6547614	6514378	99.4924	6514378	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6514378	99.4924	6514378	0	100.0000	0.0000
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		459488	86.8840	459488	0	100.0000	0.0000
Public Non Institutions	E-Voting	3850009	277996	7.2207	277996	0	100.0000	0.0000
	Poll		291	0.0076	291	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		278287	7.2283	278287	0	100.0000	0.0000
Total		10926475	7252153	66.3723	7252153	0	100.0000	0.0000



Kesar Terminals & Infrastructure Limited

Resolution Required : (Ordinary)		2 - To confirm the payment of the Interim dividend of Rs. 1.25/- per equity share as final dividend for the financial year 2019-20.						
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	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6514378	99.4924	6514378	0	100.0000	0.0000
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		459488	86.8840	459488	0	100.0000	0.0000
Public Non Institutions	E-Voting	3850009	277996	7.2207	277996	0	100.0000	0.0000
	Poll		291	0.0076	291	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		278287	7.2283	278287	0	100.0000	0.0000
Total		10926475	7252153	66.3723	7252153	0	100.0000	0.0000



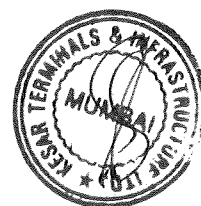
Kesar Terminals & Infrastructure Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Shri J K Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for re-appointment.						
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	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6514378	99.4924	6514378	0	100.0000	0.0000
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		459488	86.8840	459488	0	100.0000	0.0000
Public Non Institutions	E-Voting	3850009	277996	7.2207	277996	0	100.0000	0.0000
	Poll		291	0.0076	291	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		278287	7.2283	278287	0	100.0000	0.0000
Total		10926475	7252153	66.3723	7252153	0	100.0000	0.0000



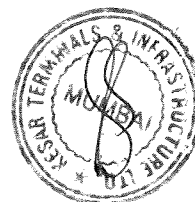
Kesar Terminals & Infrastructure Limited

Resolution Required : (Special)		4 - Additional remuneration to Shri H R Kilachand (DIN:00294835), Whole Time Director.							
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	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		6514378	99.4924	6514378	0	100.0000	0.0000	
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		459488	86.8840	459488	0	100.0000	0.0000	
Public Non Institutions	E-Voting	3850009	277996	7.2207	274018	3978	98.5690	1.4310	
	Poll		291	0.0076	291	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		278287	7.2283	274309	3978	98.5705	1.4295	
Total		10926475	7252153	66.3723	7248175	3978	99.9451	0.0549	



Kesar Terminals & Infrastructure Limited

Resolution Required : (Special)		5 - Increase in overall Managerial Remuneration limit under section 197(1) of Companies Act, 2013.							
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	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		6514378	99.4924	6514378	0	100.0000	0.0000	
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		459488	86.8840	459488	0	100.0000	0.0000	
Public Non Institutions	E-Voting	3850009	277996	7.2207	274018	3978	98.5690	1.4310	
	Poll		291	0.0076	291	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		278287	7.2283	274309	3978	98.5705	1.4295	
Total		10926475	7252153	66.3723	7248175	3978	99.9451	0.0549	



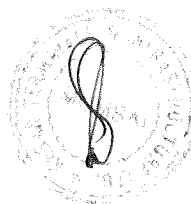
Kesar Terminals & Infrastructure Limited

Resolution Required : (Special)		6 - Increase in remuneration of Shri H R Kilachand (DIN: 00294835), Whole-time Director.						
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	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6514378	99.4924	6514378	0	100.0000	0.0000
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		459488	86.8840	459488	0	100.0000	0.0000
Public Non Institutions	E-Voting	3850009	277996	7.2207	274018	3978	98.5690	1.4310
	Poll		291	0.0076	291	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		278287	7.2283	274309	3978	98.5705	1.4295
Total		10926475	7252153	66.3723	7248175	3978	99.9451	0.0549



Kesar Terminals & Infrastructure Limited

Resolution Required : (Special)		7 - Reappointment & payment of remuneration to Shri H R Kilachand (DIN: 00294835) as Whole-Time Director.						
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	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6514378	99.4924	6514378	0	100.0000	0.0000
Public Institutions	E-Voting	528852	459488	86.8840	459488	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		459488	86.8840	459488	0	100.0000	0.0000
Public Non Institutions	E-Voting	3850009	277996	7.2207	277996	0	100.0000	0.0000
	Poll		291	0.0076	291	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		278287	7.2283	278287	0	100.0000	0.0000
Total		10926475	7252153	66.3723	7252153	0	100.0000	0.0000



Tel 022-2283 1120
022-2283 1134



Ragini Chokshi & Co.
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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairperson,
12th Annual General Meeting (AGM) of KESAR TERMINALS & INFRASTRUCTURE LIMITED
held on Wednesday, September 09, 2020 at 3.30 p.m.

Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company., a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 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 scrutinizing the remote e-voting and voting through electronic voting system during the 12th Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 on the businesses contained in the Notice of the 12th AGM of the Members of the Company, held on Wednesday, September 09, 2020 at 3:30 p.m. (IST) through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM')



2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 12th AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of Link Intime India Pvt. Ltd., the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs. The advertisement was published in 'The Free Press Journal' in English language and Mumbai Navshakti, in Marathi language on August 15, 2020 and August 18, 2020 respectively, both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely www.kesarinfra.com and also uploaded the same on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
- iii) The Company completed dispatch of Notice of AGM on 18th August 2020 by E-mail to Members who had registered their email addresses with the Company / Depositories.

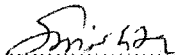
4. Cut-off date

Voting rights were reckoned as on Wednesday, September 02, 2020 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. Remote e-voting process

- i) **Agency:** The Company had appointed Link Intime India Pvt. Ltd. as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 09:00 a.m. on Sunday, September 06, 2020 and ended on Tuesday, September 08, 2020 at 5:00 p.m.

The votes cast were blocked on Wednesday, 9th September 2020 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same.


Name: S.R.Mishra


Name: Pradip Dhuri



iii) **Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by Link Intime India Pvt. Ltd..

The e-votes cast were unblocked on Wednesday, 9th September, 2020 after 15 minutes of conclusion of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of Link Intime India Pvt.Ltd. and relied upon by me as under:

CONSOLIDATED RESULTS

Item No 1: Ordinary Resolution

To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour 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	43	7251862	100
E-Voting at the AGM	03	291	0.00
Total	46	7252153	100

(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	0	0	0.00
e-Voting at the AGM	0	0	0.00
Total	0	0	0.00

Item No 2: Ordinary Resolution

To confirm the payment of the Interim dividend of Rs. 1.25/- per equity share as final dividend for the Financial year 2019-20.



(i) Voted in favour 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	43	7251862	100
e-Voting at the AGM	03	291	0.00
Total	46	7252153	100

(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	0	0	0.00
e-Voting at the AGM	0	0	0.00
Total	0	0	0.00

Item No 3: Ordinary Resolution

To appoint a Director in place of Shri J K Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour 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	43	7251862	100
e-Voting at the AGM	03	291	0.00
Total	46	7252153	100

(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	0	0	0.00
e-Voting at the AGM	0	0	0.00
Total	0	0	0.00



Item No 4: Special Resolution

Payment of Additional Remuneration of Rs.35,00,000/- (Rupees Thirty Five Lakhs Only) to Shri H R Kilachand (DIN:00294835), Whole Time Director of the Company:

(i) Voted in favour 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	42	7247884	99.95
e-Voting at the AGM	03	291	0.00
Total	45	7248175	99.95

(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	01	3978	0.05
e-Voting at the AGM	00	0	0.00
Total	01	3978	0.05

Item No 5: Special Resolution

Increase in overall Managerial Remuneration limit under section 197(1) of Companies Act, 2013.

(i) Voted in favour 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	42	7247884	99.95
Voting at the AGM	03	291	0.00
Total	45	7248175	99.95

(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	01	3978	0.05
Voting at the AGM	00	0	0.00
Total	01	3978	0.05



Item No 6: Special Resolution

Increase in remuneration of Shri H R Kilachand (DIN: 00294835), Whole-time Director of the Company.

(i) Voted in favour 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	42	7247884	99.95
Voting at the AGM	03	291	0.00
Total	45	7248175	99.95

(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	01	3978	0.05
Voting at the AGM	00	0	0.00
Total	01	3978	0.05

Item No 7: Special Resolution

Reappointment & payment of remuneration to Shri H R Kilachand (DIN: 00294835) as Whole Time Director.

(i) Voted in favour 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	43	7251862	100
e-Voting at the AGM	03	291	0.00
Total	46	7252153	100



(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	0	0	0.00
e-Voting at the AGM	0	0	0.00
Total	0	0	0.00

RESULTS:

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e - voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 12th AGM of the Company i.e. Wednesday 9th September, 2020.

Yours faithfully,
Thanking You,

For RAGINI CHOKSHI & CO

R. K. Chokshi
RAGINI CHOKSHI
(Partner)
Membership No: 2390
C.P. Number: 1436
UDIN: F002390B000694543



Place: Mumbai
Date: 11/09/2020

Countersigned by
KESAR TERMINALS & INFRASTRUCTURE LIMITED

H R Kilachand
H R Kilachand
Executive Chairman

Place: Mumbai
Date: 11/09/2020