



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

29th September, 2023

To,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 533289

Dear Sir / Madam,

Sub: Declaration of Voting Results & Consolidated Scrutinizer Report for the 15th Annual General Meeting ("AGM") of the Company.

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

- 1) Voting Results in the format prescribed by Securities and Exchange Board of India ("SEBI").
- 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 Scrutinizer's Report are being uploaded on the website of the Company and on the website of Link Intime India Pvt. Ltd.

Please take the same in your record.

Thanking you.

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

Sarika Singh
Company Secretary



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Voting Results of the 15th Annual General Meeting, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Voting results	
Record date	20-09-2023
Total number of shareholders on record date	6060
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	51
No. of resolution passed in the meeting	5





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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				1) To receive, consider and adopt : a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon; b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Auditors thereon:				
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	0.00
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6678922	6666291	99.8109	6666291	0	100.00	0.00
Public-Institutions	E-Voting	403041	333871	82.8380	333871	0	100.00	0.00
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	403041	333871	82.8380	333871	0	100.0	0.00
Public-Non Institutions	E-Voting	3844512	374302	9.7360	374238	64	99.98	0.017
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3844512	374302	9.7360	374238	64	99.9829	0.0171
Total	Total	10926475	7374464	67.4917	7374400	64	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	





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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				2 - To appoint a Director in place of Shri Jayanto Kumar Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for re- appointment.				
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	99.810	6666291	0	100.0	0.00
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6678922	6666291	99.8109	6666291	0	100.0
Public-Institutions	E-Voting	403041	333871	82.8380	333871	0	100.0	0.00
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		403041	333871	82.8380	333871	0	100.0
Public-Non Institutions	E-Voting	3844512	374302	9.7360	374238	64	99.9829	0.017
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3844512	374302	9.7360	374238	64	99.98
Total	Total	10926475	7374464	67.4917	7374400	64	99.9991	0.00
Whether resolution is Pass or Not.							Yes	





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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				3 - To re-appoint Mrs. Nilima Ashok Mansukhani (DIN: 06964771) as an Independent Director 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	0.00
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6678922	6666291	99.8109	6666291	0	100.0	0.00
Public-Institutions	E-Voting	403041	333871	82.8380	333871	0	100.0	0.00
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	403041	333871	82.8380	333871	0	100.0	0.00
Public-Non Institutions	E-Voting	3844512	374302	9.7360	374238	64	99.9829	0.01
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3844512	374302	9.7360	374238	64	99.9829	0.0171
Total	Total	10926475	7374464	67.4917	7374400	64	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	





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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				4 - Continuation of Directorship by Shri Jayanto Kumar Devgupta (DIN: 0515391) as Non-Executive Director				
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	0.0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6678922	6666291	99.8109	6666291	0	100.0	0.0
Public-Institutions	E-Voting	403041	333871	82.8380	333871	0	100.0	0.0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	403041	333871	82.8380	333871	0	100.0	0.0
Public-Non Institutions	E-Voting	3844512	374302	9.7360	374238	64	99.9829	0.0171
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3844512	374302	9.7360	374238	64	99.9829	0.0171
Total	Total	10926475	7374464	67.4917	7374400	64	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	





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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				5 - Material Related Party Transaction(s) of the Company and/or Kesar Multimodal Logistics Limited, a wholly owned subsidiary of the Company with SEEL Investment Pvt. Ltd.				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6678922	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	403041	333871	82.8380	333871	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	403041	333871	82.8380	333871	0	100.0000	0.0000
Public-Non Institutions	E-Voting	3844512	374302	9.7360	374238	64	99.9829	0.0171
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3844512	374302	9.7360	374238	64	99.9829	0.0171
Total	Total	10926475	708173	6.4813	708109	64	99.9910	0.0090
Whether resolution is Pass or Not.							Yes	





DHRUMIL M. SHAH & CO. LLP

Practising Company Secretaries

Ref: 1064/2023-24

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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 – 400020, Maharashtra, India

Dear Sir,

Sub: Consolidated Scrutinizer's Report of e-voting conducted for the 15th Annual General Meeting ('AGM') of Kesar Terminals & Infrastructure Limited ('the Company') held on Wednesday, September 27, 2023 at 3:00 p.m. (IST) through Video Conferencing ('VC') / other audio visual means ('OAVM')

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 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ("the Rules") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the votes cast by the members through remote e-voting and e-voting during the AGM (hereinafter referred to as 'e-voting') in respect of resolutions proposed in the Notice of the 15th AGM of the Company held on Wednesday, September 27, 2023 at 3:00 p.m. (IST) onwards through video conferencing facility ("VC") / other audio visual means ("OAVM").

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 ('the Act') and the Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') relating to e-voting by the members on the resolutions proposed in the Notice.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice for ascertaining the requisite majority, based on the 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., **Wednesday, September 20, 2023** were entitled to vote on the resolutions 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.

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The remote e-voting commenced at 09.00 a.m. (IST) on Saturday, 23rd September, 2023 and concluded at 05.00 p.m. (IST) on Tuesday, 26th September, 2023.

The votes cast during the e-voting were unblocked on **September 27, 2023 around 04.05 P.M.** in the presence of two witnesses who are not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the Link Intime's e-voting system.

I now submit the Consolidated Scrutinizer's Report on the results of the e-voting, based on the report generated by Link Intime's in respect of the following resolutions as under:

ORDINARY BUSINESS:

ORDINARY RESOLUTION

1) To receive, consider and adopt :

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Auditors thereon:

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
81	73,74,400	99.9991

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
1	64	0.0009

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0



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

- i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
81	73,74,400	99.9991

- ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
1	64	0.0009

- iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0

SPECIAL BUSINESS:

SPECIAL RESOLUTION

- 3) To re-appoint Mrs. Nilima Ashok Mansukhani (DIN: 06964771) as an Independent Director of the Company:

- i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
81	73,74,400	99.9991

- ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
1	64	0.0009

- iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0



SPECIAL RESOLUTION

4) Continuation of Directorship by Shri Jayanto Kumar Devgupta (DIN: 00515391) as Non-Executive Director:

i. Voting **"in favour"** of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
81	73,74,400	99.9991

ii. Voting **"against"** the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
1	64	0.0009

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0

ORDINARY RESOLUTION

5) Material Related Party Transaction(s) of the Company and/or Kesar Multimodal Logistics Limited, a wholly owned subsidiary of the Company with SEEL Investment Private Limited:

i. Voting **"in favour"** of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
70	7,08,109	99.9910

ii. Voting **"against"** the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
1	64	0.0090

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0

Note: Based on the examination of information and explanation provided by the management and in accordance with the provisions of Regulation 23(4) of Listing Regulations, all parties within the ambit of "Related Party" as defined in Regulation 2(1)(zb) of the said Regulations were not entitled to vote on the above Resolution, irrespective of the fact whether the entity was a related party to the transaction or not.



Based on the above e-voting results, for each 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 15th AGM and thereafter, the same shall be handed over to the Company Secretary for safe keeping.



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

A handwritten signature in blue ink, appearing to read "Dh. M. Shah", written over a horizontal line.

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021E001121716

Place : Mumbai
Date : 29th September, 2023

We, the undersigned, have witnessed that the results of e-voting were unblocked and downloaded from the Link Intime e-voting service provider's platform in our presence on September 27, 2023.

A handwritten signature in blue ink, appearing to read "Dhiraj Palav", written over a horizontal line.

Dhiraj Palav

A handwritten signature in blue ink, appearing to read "Jayesh Jain", written over a horizontal line.

Jayesh Jain

Countersigned by

A handwritten signature in blue ink, appearing to read "Sarika Singh", written over a horizontal line.



Sarika Singh
Company Secretary