



# KESAR ENTERPRISES LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020, India. Website : <http://www.kesarindia.com>  
Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 E-mail : [headoffice@kesarindia.com](mailto:headoffice@kesarindia.com)  
CIN : L24116MH1933PLC001996

12<sup>th</sup> September, 2020

To,  
The Secretary  
Corporate Relationship Department  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
**Scrip: 507180**

Dear Sir / Madam,

**Sub: Submission of Voting Results of the 85<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") along with Consolidated Report of Scrutinizer on remote e-voting prior and during the AGM**

This is to inform you that at the 85<sup>th</sup> Annual General Meeting of the Company held on Friday, 11.09.2020 at 3:30 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), all the items of business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the Resolutions have been passed by the Shareholders by requisite majority.

We are enclosing herewith the following documents:

1. Voting Results in terms of Regulation 44(3) of the Listing Regulations in the format specified by SEBI.
2. Consolidated Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management & Administration) Rules, 2014 as amended, on remote e-voting prior and during the AGM.

The above are also being uploaded on the website of the Company i.e. [www.kesarindia.com](http://www.kesarindia.com) and on the website of the Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in>

Kindly take the above on record.

Thanking you,

Yours faithfully,  
For **Kesar Enterprises Ltd.**

**D J Shah**  
**Sr. Vice President (Legal) &**  
**Company Secretary**

**Encl: As above**



# KESAR ENTERPRISES LIMITED

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Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 E-mail : [headoffice@kesarindia.com](mailto:headoffice@kesarindia.com)  
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## VOTING RESULTS IN TERMS OF REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sr. No.	Description	Particulars
1	Date of Annual General Meeting	Friday, 11 <sup>th</sup> September, 2020
2	Total number of Shareholders on record date	4963
3	<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable as Meeting was held through Video Conferencing.
	Promoters and Promoters Group	-
	Public	-
4	<b>No. of shareholders present in the meeting through Video Conferencing:</b>	
	Promoters and Promoters Group	8
	Public	31

**Kesar Enterprises Limited**

**Resolution Required: (Ordinary)** 1 - To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon

**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
Promoter and Promoter Group	E-Voting	7103415	7080544	99.6780	7080524	20	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7080544</b>	<b>99.6780</b>	<b>7080524</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>
Public Institutions	E-Voting	515894	305172	59.1540	305172	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
	<b>Total</b>		<b>305172</b>	<b>59.1540</b>	<b>305172</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2460373	303713	12.3442	303713	0	100.0000	0.0000
	Poll		1001	0.0407	1001	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>304714</b>	<b>12.3849</b>	<b>304714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10079682</b>	<b>7690430</b>	<b>76.2964</b>	<b>7690410</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>

Kesar Enterprises Limited								
Resolution Required: (Ordinary)			2 - To appoint a Director in place of Shri H R Kilachand [DIN 00294835], who retires by rotation and being eligible, offers himself for reappointment					
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
Promoter and Promoter Group	E-Voting	7103415	7080544	99.6780	7080524	20	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7080544</b>	<b>99.6780</b>	<b>7080524</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>
Public Institutions	E-Voting	515894	305172	59.1540	305172	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
	<b>Total</b>		<b>305172</b>	<b>59.1540</b>	<b>305172</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2460373	303713	12.3442	303713	0	100.0000	0.0000
	Poll		1001	0.0407	1001	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>304714</b>	<b>12.3849</b>	<b>304714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10079682</b>	<b>7690430</b>	<b>76.2964</b>	<b>7690410</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>

Kesar Enterprises Limited								
Resolution Required: (Ordinary)			3 - To appoint M/s. V.C. Shah & Co., Chartered Accountants as Statutory Auditors of the Company for a term of five (5) consecutive years					
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	7103415	7080544	99.6780	7080524	20	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7080544</b>	<b>99.6780</b>	<b>7080524</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>
Public Institutions	E-Voting	515894	305172	59.1540	305172	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
	<b>Total</b>		<b>305172</b>	<b>59.1540</b>	<b>305172</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2460373	303713	12.3442	303713	0	100.0000	0.0000
	Poll		1001	0.0407	1001	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>304714</b>	<b>12.3849</b>	<b>304714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10079682</b>	<b>7690430</b>	<b>76.2964</b>	<b>7690410</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>

**Kesar Enterprises Limited**

Resolution Required: (Ordinary)		4 - To ratify remuneration payable to Shri Rishi Mohan Bansal, Cost Accountant to conduct Cost Audit of the Company for the year ending on 31st March, 2021						
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	7103415	7080544	99.6780	7080524	20	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7080544</b>	<b>99.6780</b>	<b>7080524</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>
Public Institutions	E-Voting	515894	305172	59.1540	305172	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
	<b>Total</b>		<b>305172</b>	<b>59.1540</b>	<b>305172</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2460373	303713	12.3442	303713	0	100.0000	0.0000
	Poll		1001	0.0407	1001	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>304714</b>	<b>12.3849</b>	<b>304714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10079682</b>	<b>7690430</b>	<b>76.2964</b>	<b>7690410</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>

Kesar Enterprises Limited								
Resolution Required: (Special)			5 - To appoint Mrs. Ranjana Sinha (DIN: 06989942) as an Independent Director of the Company for the 1st Term of 5 (five) consecutive years with effect from 20.09.2019					
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	7103415	7080544	99.6780	7080524	20	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7080544</b>	<b>99.6780</b>	<b>7080524</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>
Public Institutions	E-Voting	515894	305172	59.1540	305172	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
	<b>Total</b>		<b>305172</b>	<b>59.1540</b>	<b>305172</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2460373	303713	12.3442	303713	0	100.0000	0.0000
	Poll		1001	0.0407	1001	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>304714</b>	<b>12.3849</b>	<b>304714</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>10079682</b>	<b>7690430</b>	<b>76.2964</b>	<b>7690410</b>	<b>20</b>	<b>99.9997</b>	<b>0.0003</b>

Tel 022-2283 1120  
022-2283 1134



***Ragini Chokshi & Co.***  
***Company Secretaries***

34, Kamer Building, 5<sup>th</sup> Floor, 38 Cawasji Patel Street, Fort, Mumbai- 400 001

E-mail: [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com)/[mail@csraginichokshi.com](mailto:mail@csraginichokshi.com)

Web: [csraginichokshi.com](http://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,  
85<sup>th</sup> Annual General Meeting (AGM) of KESAR ENTERPRISES LIMITED held on Friday, September 11, 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, 5<sup>th</sup> Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of KESAR ENTERPRISES LIMITED (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the 85<sup>th</sup> 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 85<sup>th</sup> AGM of the Members of the Company, held on Friday, September 11, 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 85th 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, advertisement was published on August 20, 2020 in Mumbai, The Free Press Journal in English language and Mumbai Navshakti, in Marathi language, 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.kesarindia.com](http://www.kesarindia.com) and also uploaded the same on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- iii) The Company completed dispatch of Notice of AGM on 19<sup>th</sup> August, 2020 only to Members who had registered their email addresses with the Company / Depositories, by email, in terms of MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020

## 4. Cut-off date

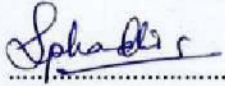
Voting rights were reckoned as on Friday, September 04, 2020 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

## 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 Tuesday, September 08, 2020 and ended on Thursday, September 10, 2020 at 5:00 p.m.



The votes cast were unblocked on Friday, 11<sup>th</sup> 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: Saraswati Phadnis



Name: Pradeep 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 Friday, 11<sup>th</sup> September 2020 after 15minutes 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 Balance Sheet as at 31<sup>st</sup> 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	41	7689409	99.99
E-Voting at the AGM	2	1001	0.01
<b>Total</b>	<b>43</b>	<b>7690410</b>	<b>100</b>

(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	1	20	0.00
e-Voting at the AGM	0	0	0.00
<b>Total</b>	<b>1</b>	<b>20</b>	<b>0.00</b>

### **Item No 2: Ordinary Resolution**

To appoint a Director in place of Shri H R Kilachand [DIN 00294835], who retires by rotation and being eligible, offers himself for reappointment.

(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	41	7689409	99.99
e-Voting at the AGM	2	1001	0.01
<b>Total</b>	<b>43</b>	<b>7690410</b>	<b>100</b>



(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	1	20	0.00
e-Voting at the AGM	0	0	0.00
Total	1	20	0.00

**Item No 3: Ordinary Resolution**

To appoint M/s. V.C. Shah & Co., Chartered Accountants, (Firm Reg.No.109818W) as the Statutory Auditors of the Company, for a term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the (90<sup>th</sup>) Ninetieth AGM 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	41	7689409	99.99
e-Voting at the AGM	2	1001	0.01
Total	43	7690410	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	1	20	0.00
e-Voting at the AGM	0	0	0.00
Total	1	20	0.00



**Item No 4: Ordinary Resolution**

To ratify the remuneration payable to Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration No.000022), to conduct the audit of Cost Records for the year ending 31<sup>st</sup> March, 2021

(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	41	7689409	99.99
e-Voting at the AGM	2	1001	0.01
Total	43	7690410	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	1	20	0.00
e-Voting at the AGM	0	0	0.00
Total	1	20	0.00

**Item No 5: Special Resolution**

To appoint Mrs Ranjan Sinha (DIN: 06989942) as an Independent Director of the Company, for the 1<sup>st</sup> term of 5 (five) years w.e.f. 20<sup>th</sup> September 2019

(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	41	7689409	99.99
Voting at the AGM	2	1001	0.01
Total	43	7690410	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	1	20	0.00
Voting at the AGM	0	0	0.00
Total	1	20	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 85<sup>th</sup> AGM of the Company i.e. Friday, 11<sup>th</sup> September, 2020.

Yours faithfully,  
Thanking You,

For RAGINI CHOKSHI & COMPANY

*R. K. Chokshi*

RAGINI CHOKSHI

(Partner)

Membership No: 2390

C.P. Number: 1436

UDIN: F002390B000703301



Place: Mumbai

Date: 12-09-2020

Countersigned by  
KESAR ENTERPRISES LIMITED

*DJ Shah*

D J Shah

Sr. Vice President (Legal) & Company Secretary  
(Authorised by the Chairperson)



Place: MUMBAI

Date: 12/09/2020