

Regd. Off: Oriental House, 7 Jamshedii 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 CIN: L24116MH1933PLC001996

Sr No.	Description	Particulars
1.	Date of Annual General Meeting	19.03.2015
2.	Total number of Shareholders on record date	4903
3.	No. of shareholders present in the meeting either in person or through proxy Promoters and Promoters Group Public	3 <u>33</u> 36
	Number of shareholders who participated in e-voting Promoters and Promoters Group Public	12 <u>28</u> 40
4.	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group Public	Not arranged



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

CIN: L24116MH1933PLC001996

Details of the Agenda

1. <u>Ordinary Resolution</u> - Adoption of Balance Sheet for 18 months period as at 31st December, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	No. of shares held	No. of votes polied	% 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	6975826	0	0	0	0	0	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	. 0

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	0	100%	0



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 CIN: L24116MH1933PLC001996

2. Ordinary Resolution - Reappointment of Shri P Nayak as a Director of the Company who was liable to retire by rotation.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	. 0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12,75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – agalnst	% 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	6975826	0	0	0	0	0	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	No. of shares held		% 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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	. 0	100%	0





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 CIN: L24116MH1933PLC001996

3. <u>Ordinary Resolution</u> - Appointment of M/s Haribhakti & Co. Chartered Accountants, as Auditors of the Company, from the conclusion of this AGM until the conclusion of next AGM.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	0	100%	0





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 CIN: L24116MH1933PLC001996

4. <u>Special Resolution</u> - Appointment of Shri D J Shah as a Whole time Director designated as 'Director & Company Secretary'.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298062	12.73%	298062	0	100%	0
Total	9999162	7192634	71.93%	7192634	0	100%	0

Mode of Voting: Poll

Promoter/ Public	No. of shares held		% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	No. of Votes – against	% of Votes In favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100		(5)	[6]=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6975826	0	0	0	0	0	0
Public – Institutional holders	682296	0	0	0	0	0	0
Pubilc- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Poiled 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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	313843	13.41%	313843	0	100%	0
Total	9999162	7208415	72.09%	7208415	0	100%	0



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 CIN: L24116MH1933PLC001996

5. Ordinary Resolution - Appointment of Shri A S Ruia as an Independent Director of the Company.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – agalnst	% 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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	0	100%	0



Regd. Off: Oriental House, 7 Jamshediji 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

CIN: L24116MH1933PLC001996

6. Ordinary Resolution - Appointment of Shri Ajeet Prasad as an Independent Director of the Company.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public – Institutional holders	682296	0	0	0	. 0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	No. of shares held	No. of votes polied	% of Votes Polled on outstanding shares	No. of Votes In favour	No. of Votes – against	% of Votes in favour on votes polied	% 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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	0	100%	0





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 CIN: L24116MH1933PLC001996

7. Ordinary Resolution - Appointment of Shri Prakash Dubey as an Independent Director of the Company.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public - Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	0	0
Public - Institutional holders	682296	0	0	0	0	0	О
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72,10%	7208915	0	100%	0



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 CIN: L24116MH1933PLC001996

8. Ordinary Resolution - Ratification of remuneration to M/s. R M Bansal & Co., as Cost Auditors of the Company.

Mode of Voting: E-Voting

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0%	0	0	0%	0
Public- Others	2341040	298562	12.75%	298562	0	100%	0
Total	9999162	7193134	71.94%	7193134	0	100%	0

Mode of Voting: Poll

Promoter/ Public	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	6975826	0	0	0	0	o o	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	15781	0.67%	15781	0	100%	0
Total	9999162	15781	0.16%	15781	0	100%	0

Promoter/ Public	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	6975826	6894572	98.84%	6894572	0	100%	0
Public – Institutional holders	682296	0	0	0	0	0	0
Public- Others	2341040	314343	13.43%	314343	0	100%	0
Total	9999162	7208915	72.10%	7208915	0	100%	0

Partners

Mrs. Ragini Chokshi

USRagini Chokshi I Co.

Tel. 022-22831120 022-22831134

Mr. Makarand Patwardhan Mr. Umashankar Hegde

Company Secretaries

Mr. Girish Desai

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001. Web.: csraginichokshi.com, Email : mail@csraginichokshi.com

Date: 12 03 2015

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To The Chairman,

80th Annual General Meeting (AGM) of the Equity Shareholders of KESAR ENTERPRISES LIMITED, to be held on 19th Day of March 2015, at 03.30 P.M at M. C. Ghia IIall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretary Firm having its registered office at 34, Kamer Bldg 5th Floor, 38,Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of **KESAR ENTERPRISES LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 80th Annual General Meeting of the Equity Shareholders of Kesar Enterprises Limited to be held on 19th day of March, 2015, at 03.30 P.M at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.



We submit our report as under:

- 1. The e-voting period remained open from Monday 09th March, 2015 at 00.01 hrs to Wednesday 11th March, 2015 at 23.59 hrs.
- 2. The Shareholders holding shares as on "Cut off" date i.e. on 13th February, 2015 were entitled to vote on the proposed resolutions (item no. 1 to 8 as set out in the Notice of the 80th AGM of Kesar Enterprises Limited.)
- 3. The votes were unblocked on 12th March, 2015 around 10.35 a.m in the presence of two witnesses, Ms. Krutika Desai (Residing at 7/ Jogesh, Natwar Nagar, Jogeshwari (East), Mumbai-400060.) and Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building, 3rd floor, Room No.2 Mumbai-400 002.) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Krutika Desai

Name: Bhaviika Bharat Jain

- 4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited".
- 5. Details of e-voting are as under:-

Resolution No.1: Ordinary Resolution: Adoption of the audited Balance Sheet for the 18 months period as at 31st December, 2014 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.



(i) Voted in favour of the resolution:

through electronic voting system	Number of votes east in favour of Resolution	votes cast
 40	7193134	100

(ii) Voted against the resolution:

Number of members voted		
through electronic voting system	against Resolution	votes cast
, , , , , , , , , , , , , , , , , , ,		
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were	Total number of votes cast by them
declared invalid	·
NIL	NIL

Resolution No.2: Ordinary Resolution: Reappointment of Shri P Nayak, Nominee Director, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system		% of total number of valid votes cast
40	7193134	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system		% of total number of valid votes cast
NL	NIL	NIL



(iii) Invalid votes:

Total number	of members	whose	Total number of votes cast by them
were declared	invalid		
NIL	^		 NIL

<u>Resolution No.3</u>: <u>Ordinary Resolution</u>: Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Auditors.

(i) Voted in favour of the resolution:

system	favour of Resolution 7193134	valid votes cast
system		

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system		valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of me	mbers whose vot	es Total number of votes east by them
were declared invalid		
NIL		NIL

<u>Resolution No.4</u>: <u>Special Resolution</u>: Appointment of Shri D J Shah as a Whole Time Director designated as Director & Company Secretary

(i) Voted in favour of the resolution:

39	·	III.da.1971	7192634	100	
			Number of votes cast in favour of Resolution	% of total number of valid votes cast	***************************************



(ii) Voted against the resolution:

NIL		L IIIIII		NIL				NI				
through system	elec	etronic	voting	against R	esoi	ution		val	10 V	otes e	ast	
				Number			cast					of

(iii) Invalid votes:

Total number of members	whose	votes	were	Total	number	of	votes	cast	by
declared invalid				them		,		····	
NIL				NIL					

Resolution No.5: Ordinary Resolution: Appointment of Shri A S Ruia as a Independent Director.

(i) Voted in favour of the resolution:

Number through			Number of votes cast in favour of Resolution	% of total number of valid votes cast
system	Cicom Offic	roms	1640M OX XVOOLUIOII	
40			7193134	100

(ii) Voted against the resolution:

Number through system	of members electronic				cast	% of total number of valid votes cast
NIL	NIL	 	NIL			

(iii) Invalid votes:

Total number of members whose votes were	Total number of votes cast by
declared invalid	them
NIL	NIL



<u>Resolution No.6</u>: <u>Ordinary Resolution</u>: Appointment of Shri Ajeet Prasad as an Independent Director.

(i) Voted in favour of the resolution:

Number through system	of members electronic	Number of favour of Re			f total n I votes c	of
40		 7193134		100		 ····-

(ii) Voted **against** the resolution:

	of members electronic				cast	% of total valid votes	1
NIL	······································	 NIL	***************************************	***************************************		NIL	

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by them
were declared invalid	
NIL	NIL.

<u>Resolution No.7</u>: <u>Ordinary Resolution</u>: Appointment of Shri Prakash Duhey as an Independent Director.

(i) Voted in favour of the resolution:

Number through system		Number of votes cast in favour of Resolution	% of total number of valid votes cast
40	 	7193134	100



(ii) Voted against the resolution:

Number through system	members ectronic				cast	% of total yalid votes	-
NIL	 	***************************************	NIL	 		NIL	

(iii) Invalid votes:

Total number of members	whose votes	were	Total	number	of	votes	cast	by
declared invalid		them						
NIL	NIL							

Resolution No.8: Ordinary Resolution: Ratification of remuneration to M/s. R M Bansal & Co., as Cost Auditor.

(i) Voted in favour of the resolution:

system 40	 	7193134	100
Number through		Number of votes cast in favour of Resolution	% of total number of valid votes cast

(ii) Voted against the resolution:

Number through system		nembers ronic	Number against R		cast	% of total valid votes	of
NIL	~~		NIL			NIL	

(iii) Invalid votes:

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
NIL	NIL



- 6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.
- 7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully, For Ragini Chokshi & Co.

A. K. alx 860.

Mrs. Ragini Chokshi Partner Membership No. 2390 C.P. No. 1436

CHAIRMAN & MANAGING DIRECTOR (DIN No. 00294835) KESAR ENTERPRISES LIMITED

dentitat -

Partners Mrs. Ragini Chokshi BSRagini Chokshi I Co.

Mr. Makarand Patwardhan
Mr. Umashankar Hegde Company
Mr. Girish Desai

Company Secretaries

Tel. 022-22831120 022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001. Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date 20/03/2015

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To The Chairman,

80th Annual General Meeting (AGM) of the Equity Shareholders of KESAR ENTERPRISES LIMITED held on 19th day of March 2015, at 03.30 P.M at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its registered office at 34, Kamer Bldg, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at 80th Annual General Meeting of the Equity Shareholders of **Kesar Enterprises Limited** held on 19th day of March, 2015 at 03:30 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, Kaiskhushru Dubash Marg, Mumbai 400001 submit our report as under:

- 1. After the time fixed for closing of the poll by the Chairman, 1 (ONE) ballot box kept for polling was locked in our presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.



- 3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the Poll is as under:

Resolution No.1: Ordinary Resolution: Adoption of the audited Balance Sheet for the 18 months period as at 31st December, 2014 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

proxy)	15781	100
·	favour of Resolution	valid votes cast
Number of members present	Number of votes cast in	% of total number of

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by	Number of votes cast against Resolution	% of total number of valid votes cast
proxy)		
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes east by them
1	202

Resolution No.2: Ordinary Resolution: Reappointment of Shri P Nayak, Nominee Director, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present	Number of votes cast in	% of total number of
and voting (in person or by	favour of Resolution	valid votes cast
proxy)		
22	15781	100



(ii) Voted against the resolution:

Number of members and voting(in person proxy)	 nber of votes cast nst Resolution	% of total number valid votes cast	r of
NIL	 NIL	NIL	

(iii) Invalid votes:

***************************************	declared invalid	Total number of votes cast by them	
Comment	1	202	

Resolution No.3: Ordinary Resolution : Appointment of M/S Haribhakti & Co. LLP, Chartered Accountants as Auditors.

(i) Voted in favour of the resolution:

1	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	202



Resolution No.4: Special Resolution: Appointment of Shri D J Shah as a Whole Time Director designated as Director & Company Secretary.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted against the resolution:

Number of members pr and voting (in person or proxy)		% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes east by them
]	202

Resolution No.5: Ordinary Resolution : Appointment of Shri A S Ruia as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
22	15781	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL NIL	NIL	NIL



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes east by them
The state of the s	202

Resolution No.6: Ordinary Resolution: Appointment of Shri Ajeet Prasad as an Independent Director.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)		% of total number of valid votes east
Ĺ	22	15781	100

(ii) Voted against the resolution:

	The state of the s		
	Number of members present Number of votes cust	4.0	
1	Mind washing the many	% of total number of	
	proxy) ngainst Resolution	valid votes east	
	The same of the sa		
i	NI	A FE Y	
	() 3 M () 4	[NII]	

(iii) Invalid votes:

The state of the s	
Total number of members whose votes Total number of votes and leading	
1 (£ 11 () 1 ± 1 ± 1 ± 1 ± 1 ± 1 ± 1 ± 1 ± 1 ± 1	
1 L 1/L(11 1111/13165) (11/145/1454 (4/4-44)	
: " " " " " " " " " " " " " " " " " " "	
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
The second of th	
TOTAL CONTRACTOR OF THE CONTRA	71 ;
1	11
were declared invalid Total number of votes east by ther	,
	· ·
A property of the property of	;
	,
Viet At a second	10 remember
7.13	
(10000000000000000000000000000000000000	
202	- 1
	. 1

Resolution No.7: Ordinary Resolution: Appointment of Shri Prakash Dubey as an Independent Director.

(i) Voted in favour of the resolution:

the same and the s	Number of members present and voting (in person or by proxy)	forces cast in	% of total number of valid votes east
ž.,	22	15781	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by	Number of votes cast against Resolution	% of total number of valid votes cast
proxy)	· · · · · · · · · · · · · · · · · · ·	
NIL NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by them
were declared invalid	,
1	202

<u>Resolution No.8</u>: <u>Ordinary Resolution</u>: Ratification of remuneration to M/s. R M Bansal & Co., as Cost Auditor.

(i) Voted in favour of the resolution:

22	15781	100
proxy)		varia votos case
and voting (in person or by	favour of Resolution	valid votes cast
Number of members present	Number of votes east in	% of total number of

(ii) Voted against the resolution:

Number of members present	Number of votes cast	% of total number of
and voting (in person or by proxy)	against Resolution	valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes east by them
1	202



- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Place: Mumbai Date: 20/03/2015

Yours faithfully, FOR RAGINI CHOKSHI & CO.

A. K. Charges.

MRS. RAGINI CHOKSHI (Partner)

C.P. Number: 1436

Membership number:2390

CHAIRMAN & MANAGING DIRECTOR (DIN No. 00294835) KESAR ENTERPRISES LIMITED