



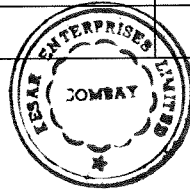
# KESAR ENTERPRISES LIMITED

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

## Voting Results

### Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Description	Particulars
Date of Annual General Meeting	14 <sup>th</sup> August, 2018
Total number of Shareholders on record date	5389
<b>No. of shareholders present in the meeting either in person or through proxy :</b>	32
Promoters and Promoters Group	6
Public	26
<b>No. of shareholders present in the meeting through Video Conferencing:</b>	
Promoters and Promoters Group	Nil
Public	Nil



*DK*



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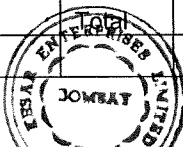
## Details of the Agenda

### RESOLUTION NO.1

Resolution required: (Ordinary)			Adoption of the audited Balance Sheet for the year ended 31st March, 2018 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
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	6978622	6969539	99.87	6969539	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>6978622</b>	<b>6969539</b>	<b>99.87</b>	<b>6969539</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	515894	305172	59.15	305172	-	100.00	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>515894</b>	<b>305172</b>	<b>59.15</b>	<b>305172</b>	<b>0</b>	<b>100.000</b>
Public Non-Institutions	E-voting	2585166	235806	9.12	235800	6	100.00	0.000
	Poll		2820	0.11	2820	0	100.00	0.000
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2585166</b>	<b>238626</b>	<b>9.23</b>	<b>238620</b>	<b>6</b>	<b>100.00</b>
<b>Total</b>		<b>10079682</b>	<b>7513337</b>	<b>74.54</b>	<b>7513331</b>	<b>6</b>	<b>100.00</b>	<b>0.000</b>

### RESOLUTION NO.2

Resolution required: (Ordinary)			Re-appointment of Shri H R Kilachand, who retires by rotation, as 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	6978622	6354717	91.06	6354717	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>6978622</b>	<b>6354717</b>	<b>91.06</b>	<b>6354717</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	515894	305172	59.15	305172	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>515894</b>	<b>305172</b>	<b>59.15</b>	<b>305172</b>	<b>0</b>	<b>0.000</b>
Public Non-Institutions	E-voting	2585166	235806	9.12	235800	6	100.000	0.000
	Poll		2820	0.11	2820	-	100.000	0.000
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2585166</b>	<b>238626</b>	<b>9.23</b>	<b>238620</b>	<b>6</b>	<b>100.00</b>
<b>Total</b>		<b>10079682</b>	<b>6898515</b>	<b>68.44</b>	<b>6898509</b>	<b>6</b>	<b>100.00</b>	<b>0.000</b>





# KESAR ENTERPRISES LIMITED

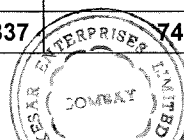
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## RESOLUTION NO.3

Resolution required: (Ordinary)			Ratification of Appointment / Remuneration of R M Bansal as Cost Auditors of the Company					
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	6978622	6969539	99.87	6969539	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>6978622</b>	<b>6969539</b>	<b>99.87</b>	<b>6969539</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	515894	305172	59.15	305172	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>515894</b>	<b>305172</b>	<b>59.15</b>	<b>305172</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	2585166	235806	9.12	235800	6	100.000	0.000
	Poll	-	2820	0.11	2820	0	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>2585166</b>	<b>238626</b>	<b>9.23</b>	<b>238620</b>	<b>6</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>10079682</b>	<b>7513337</b>	<b>74.54</b>	<b>7513331</b>	<b>6</b>	<b>100.000</b>	<b>0.000</b>

## RESOLUTION NO.4

Resolution required: (Special)			Appointment of Shri A S Ruia as an Independent Director of the Company for the 2 <sup>nd</sup> Term of 5 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	6978622	6969539	99.87	6969539	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>6978622</b>	<b>6969539</b>	<b>99.87</b>	<b>6969539</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	515894	305172	59.15	305172	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>515894</b>	<b>305172</b>	<b>59.15</b>	<b>305172</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	2585166	235806	9.12	235800	6	100.000	0.000
	Poll	-	2820	0.11	2820	0	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>2585166</b>	<b>238626</b>	<b>9.23</b>	<b>238620</b>	<b>6</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>10079682</b>	<b>7513337</b>	<b>74.54</b>	<b>7513331</b>	<b>6</b>	<b>100.000</b>	<b>0.000</b>



*Signature*

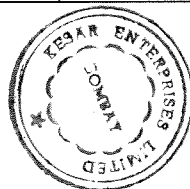


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## RESOLUTION NO.5

Resolution required: (Special)		Ratification of Appointment of Shri D J Shah as a Whole-Time Director of the Company from 27.01.2018 to 30.04.2018.						
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	6978622	6969539	99.87	6969539	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		<b>6978622</b>	<b>6969539</b>	<b>99.87</b>	<b>6969539</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	515894	305172	59.15	305172	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		<b>515894</b>	<b>305172</b>	<b>59.15</b>	<b>305172</b>	<b>0</b>	<b>100.000</b>
Public Non-Institutions	E-voting	2585166	235306	9.10	235300	6	100.000	0.000
	Poll		2820	0.11	2820	0	100.000	0.000
	Postal Ballot		-	-	-	-	-	-
	Total		<b>2585166</b>	<b>238126</b>	<b>9.21</b>	<b>238120</b>	<b>6</b>	<b>100.000</b>
<b>Total</b>		<b>10079682</b>	<b>7512837</b>	<b>74.53</b>	<b>7512831</b>	<b>6</b>	<b>100.000</b>	<b>0.000</b>



*D. J. Shah*



# Ragini Chokshi & Co.

Tel. : 022-2283 1120  
022-2283 1134

## 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 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman of 83<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of **KESAR ENTERPRISES LIMITED**, to be held on Tuesday, 14<sup>th</sup> August 2018, at 11.00 A.M. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> 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., 5<sup>th</sup> Floor, 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:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 14<sup>th</sup> August 2018, at 11.00 A.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.

The Notice dated 13<sup>th</sup> June, 2018 convening the Annual General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the 83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company.



The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 7<sup>th</sup> August, 2018 were entitled to vote on the resolutions as contained in the Notice of Annual General Meeting of the Company.

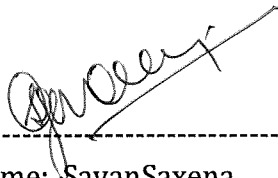
The period for remote e-voting commenced on Friday, 10<sup>th</sup> August, 2018 at 9:00 A.M. and end on Monday, 13<sup>th</sup> August, 2018 at 5:00 P.M. The CDSL e-voting platform was blocked thereafter.

On 13<sup>th</sup> August, 2018, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the Annual General Meeting. However, the manner in which the votes cast by the members by e-voting were not available.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

  
-----

Name: SavanSaxena

  
-----


Name: SarswatiPhadnis

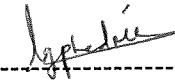
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Sharex Dynamic (India) Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses; they have signed below in confirmation of the votes being unblocked in their presence.

  
-----  
Name: SavanSaxena

  
-----  
Name: SarswatiPhadnis

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:**

**Resolution No.1: Ordinary Resolution:**

**To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 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 favor 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	40	7510511	99.96238
Physical Ballot	5	2820	0.03753
Total	45	7513331	99.99991

**(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	3	6	0.00009
Physical Ballot	0	0	0
Total	3	6	0.00009

**(III) Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	-	-



**Resolution 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 favor** 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	37	6895689	99.95903
Physical Ballot	5	2820	0.04087
Total	42	6898509	99.9999

(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	3	6	0.0001
Physical Ballot	0	0	0
Total	3	6	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	-	-





**Resolution No.3: Ordinary Resolution:**

**To Ratify the Appointment and payment of remuneration to Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration No.000022) as Cost Auditor, to conduct the audit of the Cost Records of the Company relating to Sugar & Industrial Alcohol and Electricity for the year ending 31st March, 2019**

(i) Voted **in favor** 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	40	7510511	99.96238
Physical Ballot	5	2820	0.03753
Total	45	7513331	99.99991

(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	3	6	0.00009
Physical Ballot	0	0	0
Total	3	6	0.00009

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	-	-



**Resolution No.4: Special Resolution:**

**Appointment of Shri A S Ruia (DIN: 00296622), as an Independent Director of the Company with effect from 30.04.2018 up to the conclusion of the 88th Annual General Meeting of the Company as and when held and will not be liable to retire by rotation.**

(i) Voted **in favor** 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	40	7510511	99.96238
Physical Ballot	5	2820	0.03753
Total	45	7513331	99.99991

(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	3	6	0.00009
Physical Ballot	0	0	0
Total	3	6	0.00009

(III) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	-	-



**Resolution No.5: Special Resolution:**

**Ratification of appointment of Shri D J Shah (DIN 03095028) as the Whole-Time Director of the Company designated as “Director & Company Secretary” for the period 27.01.2018 to 30.04.2018 without any remuneration.**

(i) Voted **in favor** 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	39	7510011	99.96238
Physical Ballot	5	2820	0.03753
Total	44	7512831	99.99991

(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	3	6	0.00009
Physical Ballot	0	0	0
Total	3	6	0.00009

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	-	-
Physical Ballot	-	-



**RESULTS:**

***All the resolutions sated above from 01 to 05 have been passed with requisite majority.***

The Register, all other papers and relevant records relating to electronic voting and physical ballot papers, 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,

Place: Mumbai

Date: 14/08/2018

**FOR RAGINI CHOKSHI & CO.**



*R.K. Chokshi*  
**RAGINI CHOKSHI**  
(Partner)

C.P. Number: 1436

Membership number: 2390

Counter Signed by

**For KESAR ENTERPRISES LIMITED**

*H RKilachand*

**H RKilachand**  
**Chairman and Managing Director**  
**DIN - 00294835**

*H*