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
CIN : L24116MH1933PLC001996

27th July, 2017

To,

The Secretary Corporate Relationship Department Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Assistant Vice President Listing Department, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Dear Sir / Madam,

Sub: 82nd Annual General Meeting of the Company.

In continuation to our letter dated 25.7.2017, we once again inform you that the 82nd Annual General Meeting of the Company was held on 25th July, 2017 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001 and all the items of business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the Resolutions (Resolution Nos. 1 to 5) have been passed by the Shareholders by requisite majority either by E-voting or through voting conducted at the Annual General Meeting. In this regard please find enclosed the following:

1. Voting Results as required under regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.
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 alongwith the Report of the Scrutinizer are being uploaded on the website of the Company and on the website of the CDSL.

Kindly put the same on your notice board for the information of your Members and also for the Shareholders of the Company.

Thanking you,

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

D J Shah
Director & Company Secretary
DIN: 03095028

KESAR ENTERPRISES LIMITED MUMBAI

Encl: As above

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Voting Results

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

Description	Particulars
Date of Annual General Meeting	25th July, 2017
Total number of Shareholders on record date	5241
No. of shareholders present in the meeting either in person or through proxy :	53
Promoters and Promoters Group	7
Public	46
No. of shareholders present in the meeting through Video Conferencing:	
Promoters and Promoters Group	Nil
Public	Nil

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CIN : L24116MH1933PLC001996

Details of the Agenda

RESOLUTION NO.1

Resolution required: (Ordinary)			Adoption of the audited Balance Sheet for the year ended 31st March, 2017 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	6907849	98.99	6907849	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**6978622**	**6907849**	**98.99**	**6907849**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1274466	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1274466**	**0.00**	**0.00**	**0.00**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	1826594	183210	10.03	183204	6	99.996	0.003
	Poll		1432	0.08	1432	-	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1826594**	**184642**	**10.11**	**184636**	**6**	**99.996**	**0.003**
Total		**10079682**	**7092491**	**70.36**	**7092485**	**6**	**99.999**	**0.000**

RESOLUTION NO.2

Resolution required: (Ordinary)			Re-appointment of Shri D J Shah, 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	6907849	98.99	6907849	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**6978622**	**6907849**	**98.99**	**6907849**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1274466	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1274466**	**0.00**	**0.00**	**0.00**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	1826594	182710	10.00	182704	6	99.996	0.003
	Poll		1432	0.08	1432	-	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1826594**	**184142**	**10.08**	**184136**	**6**	**99.996**	**0.003**
Total		**10079682**	**7091991**	**70.36**	**7091985**	**6**	**99.999**	**0.000**

D Shah

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RESOLUTION NO.3

Resolution required: (Ordinary)			Ratification of Appointment / Remuneration of Haribhakti & Co., LLP as Statutory 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	6907849	98.99	6907849	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**6978622**	**6907849**	**98.99**	**6907849**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1274466	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1274466**	**0.00**	**0.00**	**0.00**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	1826594	183210	10.03	183204	6	99.996	0.003
	Poll		1432	0.08	1432	-	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1826594**	**184642**	**10.11**	**184636**	**6**	**99.996**	**0.003**
Total		**10079682**	**7092491**	**70.36**	**7092485**	**6**	**99.999**	**0.000**

RESOLUTION NO.4

Resolution required: (Special)			Resolution authorising Company to charge for service of documents to members 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	6907849	98.99	6907849	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**6978622**	**6907849**	**98.99**	**6907849**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1274466	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1274466**	**0.00**	**0.00**	**0.00**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	1826594	183210	10.03	183204	6	99.996	0.003
	Poll		1432	0.08	1432	-	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1826594**	**184642**	**10.11**	**184636**	**6**	**99.996**	**0.003**
Total		**10079682**	**7092491**	**70.36**	**7092485**	**6**	**99.999**	**0.000**

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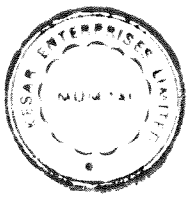
RESOLUTION NO.5

Resolution required: (Ordinary)			Ratification of remuneration of Rishi Mohan Bansal, Cost Auditor 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	6907849	98.99	6907849	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**6978622**	**6907849**	**98.99**	**6907849**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1274466	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1274466**	**0.00**	**0.00**	**0.00**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	1826594	183210	10.03	183204	6	99.996	0.003
	Poll		1432	0.08	1432	-	100.000	0.000
	Postal Ballot	-	-	-	-	-	-	-
	Total	**1826594**	**184642**	**10.11**	**184636**	**6**	**99.996**	**0.003**
Total		**10079682**	**7092491**	**70.36**	**7092485**	**6**	**99.999**	**0.000**



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

Date : 26-07-2017

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman of 82nd Annual General Meeting (AGM) of the Equity Shareholders of **KESAR ENTERPRISES LIMITED** (the Company) held on Tuesday, July 25 , 2017 at 3:30 pm at the 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 Secretary Firm having its registered office at 34 KamerBldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of **KESAR ENTERPRISES LIMITED** for the purpose of:

(i) [illegible] Companies Act, 2013 (the 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 82nd AGM of the Equity Shareholders of the Company held on Tuesday, 25th July, 2017 at 3:30 p.m. at the M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg Mumbai, 400 001.

The Notice dated May 19, 2017 convening the AGM 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 AGM of the Equity Shareholders of the Company.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 18th July, 2017 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Friday, July 21, 2017 at 10:00 a.m. (I.S.T) and ended on Monday, July 24, 2017 at 5:00 p.m. (I.S.T)

After the end of the remote e-voting period i.e. on July 24, 2017, 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 AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the voting through physical ballot (poll|) at the AGM Venue 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,Mr. Sahil Parekh(Residing at 407,Excel Arcade,L.B.S Marg,Ghatkopar West,Mumbai-400086) and Ms. [Riya Neema (Residing at Queens Barracks No.1, J.B Marg, Nariman Point, Mumbai-400021)
who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

S.M. Parekh

Name: Mr. Sahil Parekh

Neema

Name: Ms. Riya Neema

The 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 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, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

S.M. Parekh

Name: Mr. Sahil Parekh

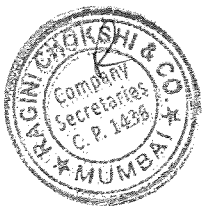
Neema

Name: Ms. Riya Neema

RAGINI CHOKSHI & CO. Company Secretaries C. P. 1436 MUMBAI

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, 2017 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	45	7091053	99.9999
Physical Ballot	15	1432	100.00
Total	60	7092485	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	0.00
Total	3	6	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot*	9	202

Eight (8) ballot papers [illegible] were considered invalid as they have simultaneously voted through e-voting and physical ballot(poll) voting conducted at AGM .

* 1 (One) ballot paper comprising of 5 shares were considered invalid, due to non availability of record of the person in RTA database as on cut–off- date of voting.

RAGINI CHOKSHI & CO. Company Secretaries C. P. 1436 MUMBAI

Resolution No.2: Ordinary Resolution: Re-appointment of Shri D. J. SHAH (DIN 03095028) who retires 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	44	7090553	99.9999
Physical Ballot	15	1432	100.00
Total	59	7091985	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	0.00
Total	3	6	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot*	9	202

***Eight (8) ballot papers comprising of 197 shares aggregately; were considered invalid, as they have simultaneously voted through e-voting and physical ballot(poll) voting conducted at AGM .**

*** 1 (One) ballot paper comprising of 5 shares were considered invalid, due to non availability of record of the person in RTA database as on cut–off- date of voting.**

RAGINI CHOKSHI & CO. Company Secretaries C. P. 1436 MUMBAI

Resolution No.3: Ordinary Resolution: To Appoint M/s. Haribhakti & CO. LLP Chartered Accountants (Registration No. 103523W) as Auditors of the Company.

(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	45	7091053	99.9999
Physical Ballot	15	1432	100.00
Total	60	7092485	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	0.00
Total	3	6	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot*	9	202

***Eight (8) ballot papers comprising of 197 shares aggregately; were considered invalid, as they have simultaneously voted through e-voting and physical ballot(poll) voting conducted at AGM .**

*** 1 (One) ballot paper comprising of 5 shares were considered invalid, due to non availability of record of the person in RTA database as on cut–off- date of voting.**

Resolution No.4: Special Resolution : Resolution under Section 20 of the Companies Act, 2013 authorizing the Company to charge for service of documents to members of the Company.

(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	45	7091053	99.9999
Physical Ballot	15	1432	100.00
Total	60	7092485	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	0.00
Total	3	6	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	9	202

***Eight (8) ballot papers comprising of 197 shares aggregately; were considered invalid, as they have simultaneously voted through e-voting and physical ballot(poll) voting conducted at AGM .**

*** 1 (One) ballot paper comprising of 5 shares were considered invalid, due to non availability of record of the person in RTA database as on cut–off- date of voting.**

RAGINI CHOKSI & CO. Company Secretaries C. P. 1436 MUMBAI

Resolution No.5: Ordinary Resolution : Ratification of Remuneration payable to Mr. Rishi Mohan Bansal , Cost Accountant (Registration No. M/3323) as the Cost Auditor of the Company.

(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	45	7091053	99.9999
Physical Ballot	15	1432	100.00
Total	60	7092485	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	0.00
Total	3	6	0.0001

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	9	202

***Eight (8) ballot papers comprising of 197 shares aggregately; were considered invalid, as they have simultaneously voted through e-voting and physical ballot(poll) voting conducted at AGM .**

*** 1 (One) ballot paper comprising of 5 shares were considered invalid, due to non availability of record of the person in RTA database as on cut–off- date of voting.**

RAGINI CHOKSHI & CO. * MUMBAI * COMPANY SECRETARY C.P. 1436

All the resolutions stated above from 01 to 05 have been passed with requisite majority

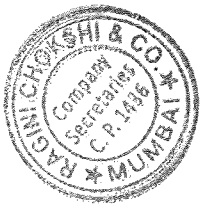
The Register, all other papers and relevant records relating to electronic voting and physical ballot (poll) paper, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting,-after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

FOR RAGINI CHOKSHI & CO.

Place: Mumbai
Date: 26th July , 2017



R. K. Chokshi

Ragini Chokshi
(Partner)
ICSI M. No. 2390
ICSI C.P. No. 1436

Countersigned

For KESAR ENTERPRISES LTD

D Shah

D. J. Shah

(Director & Company Secretary)