



## KESAR TERMINALS & INFRASTRUCTURE LIMITED

CIN: L45203MH2008PLC178061

Registered office: Oriental House, 7 Jamshedji Tata Road,  
Churchgate, Mumbai- 400 020: Ph: (+91-22) 22042396 / 22851737: Fax: 22853709

Website: [www.kesarinfra.com](http://www.kesarinfra.com); Email: [headoffice@kesarinfra.com](mailto:headoffice@kesarinfra.com)

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and other relevant circulars, including General Circular 20/2021 dated 8<sup>th</sup> December, 2021 (the 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and other applicable laws and regulations, the item of special business as set out in the Postal Ballot Notice is proposed to be passed by the Members of the Company through remote electronic voting ('remote e-voting') only. The proposed resolution together with the explanatory statement setting out the material facts, reasons for the passing of the Special Resolution is annexed hereto along with this Postal Ballot Notice, for your consideration.

The Board of Directors of Kesar Terminals & Infrastructure limited ("KTIL" or "the Company") has appointed Mrs. Ragini Chokshi (FCS 2390, COP NO. 1436) of M/s. Ragini Chokshi & Co., Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Remote E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. Link In time India Pvt. Ltd ("RTA"), will provide remote e-voting facility to Members. The procedure for remote e-voting is provided in the Notes to this Notice.

The remote e-voting period commences from 9.00 a.m. (IST) on **Wednesday, 9<sup>th</sup> November, 2022** and ends at 5.00 p.m. (IST) on **Thursday, 8<sup>th</sup> December, 2022**. The e-voting module shall be disabled thereafter. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

**SPECIAL BUSINESS:**

**1. Sale / disposal / transfer upto 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, wholly owned subsidiary:**

To consider & if thought fit, to pass the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 24 and such other regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the provisions of the Memorandum and Articles of Association of the Company, and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) to divest upto 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, wholly owned subsidiary of the Company by way of sale/disposal/transfer, to a potential purchaser/ third party investor, as may be identified by the Board for sale consideration as may be determined by the Company upon such mutually agreeable terms and conditions and with such modifications as the Board may deem fit and which shall be in the interest of the stakeholders of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company to any of the Director as may deem fit, and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

By Order of Board of Directors  
**For Kesar Terminals & Infrastructure Limited**

s/d  
Sarika Singh  
Company Secretary  
Membership No: A24186

Place: Mumbai,  
Date: 8<sup>th</sup> November, 2022

**Registered Office:**

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate, Mumbai- 400 020  
CIN: L45203MH2008PLC178061  
Ph: (+91-22) 22042396 / 22851737  
Email: [headoffice@kesarinfra.com](mailto:headoffice@kesarinfra.com)  
Website: [www.kesarinfra.com](http://www.kesarinfra.com)

## **IMPORTANT NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to all those members, whose names are appearing in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, 4<sup>th</sup> November, 2022 ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
3. The voting rights of Members shall be in proportion to their share of the paid-up Equity share capital of the Company as on the cut-off date i.e. 4<sup>th</sup> November, 2022.
4. The Portal for remote electronic voting ("E-Voting") will remain open for the Members for exercising their voting from **Wednesday, 9<sup>th</sup> November, 2022** at 09:00 a.m. India Standard Time ("IST") till **Thursday, 8<sup>th</sup> December, 2022** at 05:00 p.m. (IST) ("conclusion time"), both days inclusive. Please note that E-voting module will be disabled for voting by Link Intime India Private Limited, after the said conclusion time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on Friday, 4<sup>th</sup> November, 2022 ("cut-off date"), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting for Postal Ballot i.e. **Thursday, 8<sup>th</sup> December, 2022**.
6. The copy of the Postal Ballot Notice is made available on the website of the Company, viz. [www.Kesarinfra.com](http://www.Kesarinfra.com) and on the websites of BSE Limited [www.bseindia.com](http://www.bseindia.com) It is also being made available on the website of LIPL at <https://instavote.linkintime.co.in/>.
7. Members who have not yet registered their e-mail address are requested to get their e-mail addresses admitted by following the procedure given below:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [headoffice@kesarinfra.com](mailto:headoffice@kesarinfra.com) or to Link Intime India Private Limited (RTA) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
  - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant. In term of the SEBI's circular dated the 3<sup>rd</sup> November, 2021, it is mandatorily required for all members holding shares in physical mode to furnish, PAN, KYC details (Address proof, Bank details, E-mail address and Mobile number) and nomination for all eligible folios to the RTA. The folios wherein any of the cited documents/ details are not made available on or after 1<sup>st</sup> April, 2023, shall be frozen by the RTA.
8. **VOTING RESULTS:**

The Scrutinizer Mrs. Ragini Chokshi of M/s. Ragini Chokshi & Co., Practicing Company Secretary will submit her report to the Chairman, or any person authorized by him after completion of scrutiny of the remote e-voting. The results shall be declared on or before Saturday, 10<sup>th</sup> December, 2022 before 6:00 p.m. and will be displayed along with the Scrutinizer's Report:

  - (i) at the Registered Office of the Company;
  - (ii) on the website of the Company i.e. [www.kesarinfra.com](http://www.kesarinfra.com)
  - (iii) on the website of LIPL i.e. <https://instavote.linkintime.co.in> and communicated to BSE Limited where the equity shares of the Company are listed.

## INSTRUCTIONS FOR REMOTE E-VOTING:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com/> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **“SUBMIT”**.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to or any person authorized by him retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**InstaVote Support Desk  
Link Intime India Private Limited**

---

## EXPLANATORY STATEMENT

**(Pursuant to section 102 of the Companies Act, 2013)**

### **Sale/Transfer/Disposal Up to 100% of Shareholding in Wholly Owned Material Subsidiary.**

M/s. Kesar Multimodal Logistics Limited (KMLL) is a Composite Multimodal Logistics Hub located at Powerkheda, Near Itarasi, Madhya Pradesh, having four business segments i.e. Private Freight Terminal, Inland Contained Depot (ICD) Warehousing & Cold Storage. KMLL has continuously incurred losses in the current & previous financial years. KMLL has also defaulted on repayments of loans to Banks, which resulted in initiation of Corporate Insolvency & Resolution process (CIRP) against the Company & KMLL by order passed by Hon'ble National Company Law Tribunal Mumbai, Bench (NCLT) on 7<sup>th</sup> March, 2022 and 17<sup>th</sup> February, 2022 respectively. The Company had given Corporate Guarantee for the said borrowings of the KMLL.

Subsequently, One-time settlement (OTS) was entered with the Banks. Accordingly, the Hon'ble NCLT, Mumbai Bench in its hearing held on 19<sup>th</sup> September, 2022 & on 4<sup>th</sup> October, 2022 had passed an order for withdrawal of the CIRP of KMLL & the Company respectively. The Company, to pay off the OTS amount, has decided to divest upto 100% equity and/or preference stake in KMLL. The Board of Directors of the Company in its meetings held on 08<sup>th</sup> November, 2022 have approved the Sale / disposal / transfer up to 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, a wholly owned subsidiary.

The Company felt that's its prudent to realize the value from the wholly owned subsidiary i.e. KMLL and considers that the proposed disinvestment is in the best interest of the Company. The Board has decided in the best interest of all the stakeholders to divest upto 100% equity and/or preference stake of KMLL by way of sale/ disposal/ transfer, to a potential purchaser/third party investor, as may be identified by the Board for a sale consideration at a price not less than as determined by the Company which shall be in the interest of the shareholders, to be discharged in form of cash and/or kind and/or combination of both on such terms and conditions as the Board may determine at the time of divestment.

As per Regulation 24(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter called as "LODR") a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution. Further as per Regulation 24(6) - Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution and such an event will be disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Since, Kesar Multimodal Logistics Limited is the material unlisted subsidiary of the Company and that such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of LODR, for the approval of the shareholders.

The Board of Directors recommended the aforesaid resolution to the members of the Company to avail their consent by way of passing of the special resolution.



None of the Directors or KMPS or their relatives are related or concerned or interested, financially or otherwise in the resolution.

By Order of Board of Directors  
**For Kesar Terminals & Infrastructure Limited**

s/d  
Sarika Singh  
Company Secretary  
Membership No: A24186

Place: Mumbai,  
Date: 8<sup>th</sup> November, 2022

**Registered Office:**

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate, Mumbai- 400 020  
CIN: L45203MH2008PLC178061  
Ph: (+91-22) 22042396 / 22851737  
Email: [headoffice@kesarinfra.com](mailto:headoffice@kesarinfra.com)  
Website: [www.kesarinfra.com](http://www.kesarinfra.com)