



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

22nd August 2025

To,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code : 507180

Dear Sir / Madam,

Sub: Summary of Proceedings of the 90th Annual General Meeting (AGM) of the Company

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find herein below a Summary of Proceedings of the 90th AGM of the Company held today i.e. Friday, 22nd August 2025 at 3:00 p.m.:

Shri Harsh R Kilachand, Chairman & Managing Director of the Company chaired the Meeting and called the meeting to order as the requisite quorum was present.

The Chairman informed that the AGM was conducted through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

The Chairman further informed that all the Directors of the Company were present in the meeting through VC. He introduced the Directors present including the Chairpersons of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee and KMPs. The Chairman also informed the Members that representatives of Statutory Auditors (M/s. V C Shah & Co., Chartered Accountants), Secretarial Auditors (M/s. Dhruvil M Shah & Co., LLP, Practising Company Secretaries) were also present at the Meeting through VC.

The Chairman informed the members that the Company had provided the remote voting facility to cast the votes electronically, on all resolutions set forth in the Notice and members who had not cast their votes at remote e-voting and who were participating in the meeting would have an opportunity to cast their votes during the meeting and until expiry of 30 minutes after conclusion of proceedings of the meeting, through the e-voting system provided by MUFG Intime India Private Limited.

As the Notice convening AGM was already circulated to all the members, the same was taken as read.

The Chairman informed the members that the Statutory Auditors' Report on Financial Statements for Financial Year 2024-25 did not carry any qualification or adverse remark and accordingly, the same was taken as read.

The Chairman then informed the members that Secretarial Audit Report, for Financial Year 2024-25 carries one qualification and the same was read out to the members. The Chairman also read out the explanation given in the Directors' Report in relation to the said qualification.

Then, the Chairman delivered his Speech, ***(a copy of which is being placed on the website of the Company)***.

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: 2 :

Thereafter, the following resolutions / items as set forth in the Notice were taken up. :

Item No.	Details of Resolution	Type of Resolution
1	Adoption of the audited Balance Sheet as at 31st March 2025 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.	Ordinary Resolution
2	Appointment of Shri Devendra J Shah as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3	Appointment of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants as Statutory Auditors of the Company for 1st term of 5 years.	Ordinary Resolution
4	Appointment of M/s. Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries as Secretarial Auditors of the Company for 1st term of 5 years.	Ordinary Resolution
5	Ratification of remuneration to Shri Rishi Mohan Bansal, Cost Auditor of the Company for Financial Year 2025-26.	Ordinary Resolution
6	Re-appointment of Dr. Narendra Mairpady as an Independent Director of the Company for 2nd Term of 5 years w.e.f. 13.11.2025.	Special Resolution
7	Re-appointment of Shri Harsh R Kilachand as a Whole-Time Director designated as 'Chairman & Managing Director' of the Company for a period of 3 years w.e.f. 14.08.2025.	Ordinary Resolution
8	Re-classification of the Authorised Share Capital of the Company from Rs. 22.00 Crores divided into 1.20 Crore Equity Shares of face value of Rs.10/- each aggregating to Rs.12.00 Crores and 1.00 Crore Preference Shares of face value of Rs.10/- each aggregating to Rs.10.00 Crores into Rs.22.00 Crores divided into 2.20 crores Equity Shares of face value of Rs.10/- each.	Ordinary Resolution
9	Sub-division (stock split) of every 1 Equity Share of face value of Rs.10/- each into 10 Equity Shares of the face value of Rs.1/- each.	Ordinary Resolution
10	Increase in the Authorised Share Capital of the Company from Rs. 22.00 Crores divided into 22 Crores Equity Shares of Rs.1/- each to Rs. 28.00 Crores divided into 28 Crores Equity Shares of Rs.1/- each.	Ordinary Resolution
11	Alteration of the Capital Clause of the Memorandum of Association of the Company (pursuant to increase in Authorised Share Capital).	Ordinary Resolution



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On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the Meeting through VC/ OAVM and sought clarifications / asked questions on the Company's accounts & business and items set out in the Notice. The Chairman responded to the same.

Thereafter, the Chairman informed the members that the e-voting on the MUFG Intime's platform would continue to be available for the next 30 minutes and members who had not cast their vote yet can do so (*e-voting facility was also made available to members throughout AGM*). He further informed that the Board of Directors had appointed Mr. Dhruvil M Shah representing M/s. Dhruvil M Shah & Co. LLP, Practicing Company Secretaries, as the scrutinizer to supervise the e-voting process.

The Chairman further informed that the voting results would be declared within statutory period. He authorized Mr. Gaurav Sharma, Company Secretary & VP (Legal & HR), to declare the results of the voting, within statutory period and place the results on the website of the Company.

The meeting then concluded at 4:05 p.m. (including time allowed to members to cast their votes electronically after proceedings of AGM were concluded).

Please note that detailed disclosures in respect of items no. 2, 3, 4, 6 & 7 as required under Regulation 30, have already been filed on 15th May 2025, when those were approved by the Board of Directors. Similarly, detailed disclosures in respect of items no. 8, 9, 10 & 11 as required under Regulation 30, have already been filed on 24th July 2025, when those were approved by the Board of Directors. Hence, the same are not being filed again except for Item 11, which is being filed separately giving details of amendment in Memorandum of Association of the Company.

You are kindly requested to take the above on record.

Thanking you,

Yours faithfully,

For Kesar Enterprises Limited

Gaurav Sharma
Company Secretary &
Vice President (Legal & HR)