



KESAR TERMINALS & INFRASTRUCTURE LIMITED

Regd. Off : Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai - 400 020, India. Website : <http://www.kesarinfra.com>
Phone : (+91-22) 22042396/22851737 Fax : (+91-22) 22876162 Email : headoffice@kesarinfra.com
CIN : L45203MH2008PLC178061

25th July, 2024

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

Scrip Code: 533289

Dear Sir,

Sub: Annual Report under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, enclosed herewith is the Annual Report of the Company for the Financial Year **2023-24**, along with the Notice convening the 16th Annual General Meeting ("**AGM**") of the Company scheduled to be held on **Wednesday, August 21, 2024 at 3.00 p.m. (IST)** through **Video Conferencing ("VC")** or **Other Audio- Visual Means ("OAVM")**.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the financial year 2023-24 has been sent to all the members of the Company whose e-mail addresses are registered with the Company / Depository Participants / Registrar and Share Transfer Agent.

The Annual Report for FY 2023-24 and other related documents are available on the website of the Company at <https://www.kesarinfra.com/annual-reports>

Kindly take the same on record.

Thanking you.

Yours faithfully,
For **Kesar Terminals & Infrastructure Limited**

A handwritten signature in blue ink, appearing to read 'Harsh R. Kilachand', is written over a horizontal line.

Harsh R. Kilachand
Executive Chairman
DIN: 00294835



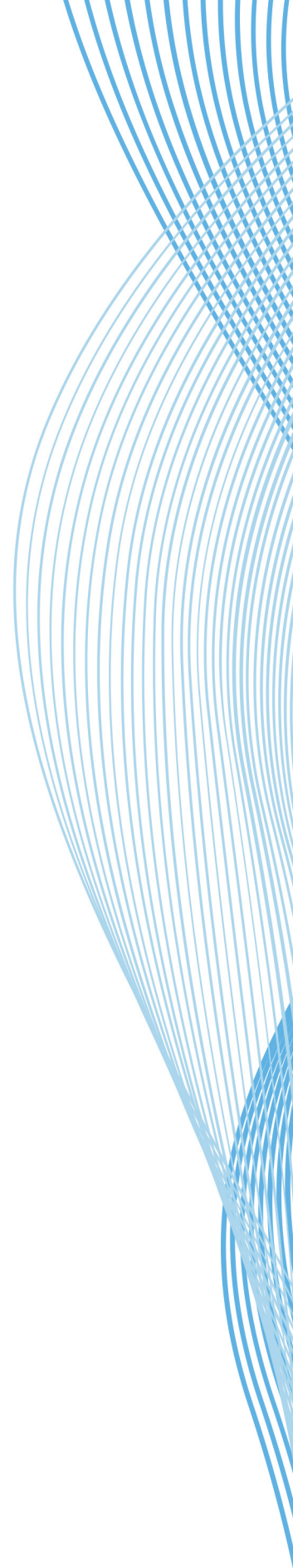


Kesar Terminals &
Infrastructure Limited

ANNUAL REPORT

2023 - 2024

www.kesarinfra.com



KESAR TERMINALS & INFRASTRUCTURE LIMITED

MISSION

“To provide world class services in **warehousing and other storage facilities** for domestic and exim **Bulk liquid and dry bulk cargo** of all kinds, on a pan India basis, upholding our core principle of **Trust and Excellence.**”

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KESAR TERMINALS & INFRASTRUCTURE LIMITED

(Incorporated under the Companies Act, 1956)

CIN: L45203MH2008PLC178061

Registered Office: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020

Email: headoffice@kesarinfra.com Website: www.kesarinfra.com Tel: 022-22042396

COMPANY INFORMATION

BOARD OF DIRECTORS

NAME OF DIRECTORS	DESIGNATION
Shri Harsh Rajnikant Kilachand	Executive Chairman
Shri Rajinder Singh Loona	Independent Director
Mrs. Nilima Mansukhani	Independent Director
Shri Jayanto Kumar Devgupta	Non- Executive, Non-Independent Director

Audit Committee

Name of Member	Designation
Mrs. Nilima Mansukhani	Chairperson
Shri Rajinder Singh Loona	Member
Shri Harsh Rajnikant Kilachand	Member

Stakeholders' Relationship Committee

Name of Member	Designation
Shri Rajinder Singh Loona	Chairman
Mrs. Nilima Ashok Mansukhani	Member
Shri Harsh Rajnikant Kilachand	Member

Nomination & Remuneration Committee

Name of Member	Designation
Shri Rajinder Singh Loona	Chairman
Mrs. Nilima Ashok Mansukhani	Member
Shri Harsh Rajnikant Kilachand	Member

Corporate Social Responsibility Committee

Name of Member	Designation
Shri Jayanto Kumar Devgupta	Chairman
Shri Rajinder Singh loona	Member
Mrs. Nilima Ashok Mansukhani	Member
Shri Harsh Rajnikant Kilachand	Member

Chief Executive Officer

Shri Debasis Bhattacharya (up to 04.10.2023)

Chief Financial Officer

Shri Vipul J Doshi

Company Secretary

Mrs. Sarika Singh (up to 22.05.2024)

Terminals

Terminal 1 & 2 Kandla, Gujarat

Registrar & Transfer Agent

M/s. Link Intime India Pvt. Ltd
C-101, 247 Park, LBS Marg, Vikhroli West,
Mumbai- 400 083.

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

Phone: +91 22 49186000 Fax: +91 22 49186060

Bankers

Yes Bank, Central Bank of India
State Bank of India

Statutory Auditors

M/s. Chandabhoy & Jassoobhoy
Chartered Accountants

Secretarial Auditors

M/s. Dhrumil Shah & Co. LLP
Company Secretaries

Internal Auditors

M/s. S V Shah & Associates
Chartered Accountant

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NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** (CIN: L45203MH2008PLC178061) will be held on **Wednesday, August 21, 2024, at 3:00 p.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Auditors thereon.
2. **To Re-appoint M/s. Chandabhoy & Jassoobhoy, Chartered Accountants as Statutory Auditors of the Company and Fix Remuneration**

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and other applicable provisions, if any, M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Registration no. 101647W) from whom a written consent pursuant to section 139(1) and a certificate that they satisfy the criteria provided in section 141 of the Companies Act, 2013 have been received, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the calendar year 2029, to examine and audit the accounts of the Company, on such terms and remuneration as may be mutually agreed between Audit Committee/Board of directors and Auditors”

“RESOLVED FURTHER THAT any one of the Directors or the Key Managerial Personnel of the Company be and is hereby authorised to do all acts, deeds and things including filing of prescribed forms with ROC and take steps as may be deemed necessary, proper or expedient to give effect to the above resolution”.

SPECIAL BUSINESS:

3. **To Appoint Shri Jayanto Kumar Devgupta (DIN: 00515391) as an Independent Director**

To consider and, if thought fit, to pass the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provision, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“Rules”) and Regulation 17(1A) including any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Shri Jayanto Kumar Devgupta (DIN: 00515391), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of 5 (Five) consecutive years i.e., from August 21, 2024 till August 20, 2029, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT the any one of the Director of the Company or Key Managerial Personnel of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to the above resolution.”

KESAR TERMINALS & INFRASTRUCTURE LIMITED

4. To Appoint Shri Rajinder Singh Loona (DIN: 02305074) as a Non-Executive Non-Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), and Regulation 17(1A) including any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Shri Rajinder Singh Loona (DIN: 02305074), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, notwithstanding that he shall attain the age of 75 years during his tenure in the Company”.

“RESOLVED FURTHER THAT the any one of the Director of the Company or Key Managerial Personnel of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to the above resolution.”

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

Registered Office:

Oriental House, 7 Jamshedji Tata Road,
Churchgate,
Mumbai-400020
Tel: 022-22042396
Email: headoffice@kesarinfra.com
Website: www.kesarinfra.com
CIN: L45203MH2008PLC178061

Harsh R. Kilachand
Executive Chairman
(DIN: 00294835)

Place: Mumbai

Date: 23rd July, 2024

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NOTES:

The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the Annual General Meeting of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

- a) Since this AGM is being held pursuant to the MCA circulars & the concerned SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
- b) The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 2 to 4 set out above and the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard”) are annexed hereto. Members may Kindly note that requisite declarations have been received from the Directors seeking appointment/re-appointment.
- c) In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars, issued by MCA and SEBI, the notice of the AGM along with the Annual Report are being sent only in electronic mode to shareholders whose e-mail addresses are registered with the Company/ Registrar & Transfer Agent or the Depository Participant(s). The Notice convening the AGM has been uploaded on the website of the Company at <https://www.kesarinfra.com/annual-reports> under ‘Investor Relations’ section and may also be accessed on the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> . The Notice is also available on the website of Link Intime India Pvt. Ltd. (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM) at <https://instavote.linkintime.co.in>.
- d) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in the following manner:

For shares held in dematerialized form: to their Depository Participants (DPs);

For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023.

Members may kindly note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provisions of (i) freezing of folios not having PAN, KYC, and Nomination details and (ii) referral of the frozen folios by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

- e) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. Registrar & Share Transfer Agent of the Company (“RTA”) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a shareholders using remote e-voting as well as the e-voting at AGM will be provided by Link Intime India Pvt. Ltd. Members, who have not registered their email ids so far, are requested to promptly intimate the same to the respective DPs or to the Company RTA, as the case may be. Any shareholder, who is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24, may send request to the Company’s email address at headoffice@kesarinfra.com mentioning Foilo No./ DP ID and Client ID.
- f) The register of members of the Company shall remain closed from **Wednesday, August 14, 2024 to Wednesday, August 21, 2024** (both days inclusive) for the purpose of AGM.

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- g) Any person, whose name appears in the Register of Members/ list of Beneficial Owners as on Cut-off date provided herein below, shall be entitled to vote by way of voting through remote e-voting or e-voting at AGM on the items/ resolutions set forth in this Notice. Process for e-voting is provided herein below. A person, who is not a Member as on the cut-off date, should treat this Notice for information purpose only. The members, who have cast their vote(s) by remote e-voting, may also attend the AGM but shall not be entitled to cast their vote again during the AGM.
- h) The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at e-notices@linkintime.co.in or contact on: - Tel: 022-4918 6000.
- j) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
- k) Members who have not encashed their dividend warrants for the financial year 2016-17 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest. Amounts of dividend remaining unclaimed/ unpaid for a period of seven years are required to be transferred to the '**Investor Education and Protection Fund**'. Accordingly, unpaid dividend up to the financial year 2015-16 has already been transferred to the said Fund.
- l) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications at headoffice@kesarinfra.com at least seven days before the date of the meeting. The same will be suitably replied to by the Company.
- m) Mr. Dhruvil M Shah, partner of M/s. Dhruvil M Shah & Co. LLP, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the 'Remote e-voting' as well as e-voting at the AGM in a fair and transparent manner.
- n) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who shall countersign the same.
- o) The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.kesarinfra.com and on the website of Link Intime India Pvt. Ltd: <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- p) Only those shareholders who have registered themselves as speakers will be allowed to express their views/ ask questions during the meeting for limited time each, once the floor is open for shareholders queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- q) Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, 2013 will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to headoffice@kesarinfra.com
- r) The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company <https://www.kesarinfra.com/shareholdersinformation> .
- s) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: <https://www.kesarinfra.com/shareholdersinformation> .
- t) Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://www.kesarinfra.com/shareholdersinformation> .

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INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote at the 16th Annual General Meeting by electronic means.

For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating e-voting to enable the members to cast their votes electronically. The business of this Annual General Meeting will be transacted through e-voting as per details given below:

- a. Date and time of commencement of remote e-voting: **Sunday, August 18, 2024 at 9.00 a.m. (IST)**
- b. Date and time of end of remote e-voting, beyond which voting will not be allowed: **Tuesday, August 20, 2024 at 5.00 p.m. (IST)**. The e-voting module shall be disabled for voting, thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Wednesday, August 14, 2024** may cast their vote electronically.
- c. Details of Website for e-voting: <https://instavote.linkintime.co.in>.
- d. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
- e. In case Members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or call on +91 (022) 4918 2505/4918 6000.
- f. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the AGM.

Remote e-Voting Instructions for shareholders:

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:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website

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- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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 (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at

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the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “**Report Section**”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘**Votes Entry**’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote voting.
- d) Enter ‘**16-digit Demat Account No.**’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘**Submit**’.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 -VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘**Download Sample Vote File**’ option.

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- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at 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, in the following manner:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form 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 shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer,

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PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Shareholders who are unable to 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”.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8**

Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register themselves as Speaker by sending the request from their registered email id to headoffice@kesarinfra.com on or before **Friday, 16th August, 2024**. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

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1. On the Shareholders VC page, click on the link for e-Voting “**Cast your vote**”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘**Submit**’.
3. After successful login, you will see “**Resolution Description**” and against the same the option “**Favour/ Against**” for voting.
4. Cast your vote by selecting appropriate option i.e. “**Favour/Against**” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘**Favour/Against**’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “**Save**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Confirm**”, else to change your vote, click on “**Back**” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item no. 2, 3 & 4 of the accompanying notice.

Item no. 2

M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Registration no. 101647W) were appointed as the Statutory Auditors of the Company for a first term, for a period of 5 years from the conclusion of 11th AGM till the conclusion of 16th AGM pursuant to the provisions of Section 139(1) of the Act read with the Companies (Audit and Auditors) Rules, 2014. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.

Accordingly, the First term of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants as the Statutory Auditors of the Company will expire at this AGM. M/s. Chandabhoy & Jassoobhoy, Chartered Accountants is eligible for re-appointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 21st May, 2024, approved the re-appointment of M/s. Chandabhoy & Jassoobhoy, as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of this Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held in the Calendar year 2029, subject to approval of shareholders in this AGM. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of M/s. Chandabhoy & Jassoobhoy and based on the recommendation of the Audit Committee, it is proposed to re-appoint M/s. Chandabhoy & Jassoobhoy as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 21st Annual General Meeting of the Company in terms of the aforesaid provisions.

Disclosure pursuant to regulation 36(5) of the SEBI Listing Regulations is as under:

- a) **Proposed Fees payable to Statutory Auditors:** ₹ 10.75 Lakhs per annum subject to as may be agreed upon between the Audit Committee/Board of Directors and the Auditors.
- b) **Terms of appointment:** The appointment of M/s. Chandabhoy & Jassoobhoy is for a term of 5 consecutive years subject to the approval of the members at this AGM. Proposed fees is payable for audit of both standalone and consolidated financial statements.
- c) **Any material change in the fee payable to such new auditor from that paid to the outgoing auditor** – Not Applicable as the same auditor is getting re-appointed.
- d) **Basis of recommendation for appointment of Statutory Auditors** – The criteria of selection of M/s. Chandabhoy & Jassoobhoy was based on experience of the firm in Audit areas.
- e) **Credentials of Statutory Auditors proposed to be appointed** –The Firm was founded in 1908 and has been in continuous existence since then. The registered office of the firm is at 208 - A, Phoenix House, 2nd floor, 462 Senapati Bapat Marg Lower Parel, Mumbai - 400013. They also have Associates firms in New Delhi, Jaipur, Kolkata, Bhopal, Surat, Baroda and Ahmedabad.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommends the ordinary resolution as set out at item no.2 of the Notice for the approval of the Members.

Item no. 3

Shri Jayanto Kumar Devgupta who is currently Non – executive, Non-independent Director on the Board of the company shall retire by rotation as director in this AGM. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company has recommended the appointment of Shri Jayanto Kumar Devgupta (DIN: 00515391) as Independent director of the company for a term of 5 (Five) consecutive years i.e., from August 21, 2024 till August 20, 2029 to the shareholders of the company for their approval in this Annual General Meeting.

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The Company has received declaration of independence and other disclosures required under Law from Shri Jayanto Devgupta. In addition, he has also submitted a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

Further, as per Regulation 17 (1A) of the Listing Regulations, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Shri Jayanto Devgupta have already attained the age of 75 years. Consent of the shareholders for the said appointment is therefore being sought through Special Resolution under Section 149 of the Companies Act, 2013 as well as under Regulations 17(1A) of the Listing Regulations.

Mr. Devgupta has over 40 years of varied Industrial experience, involving marketing, technical services, manufacturing, supply & distribution, import & export and shipping. Considering his vast knowledge and acumen, the board of directors is of opinion that his association with the company would be of immense benefit. Further in the opinion of the Board, Mr. Devgupta fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for appointment as Non-Executive, Independent Director and is independent of management of the Company.

Mr. Devgupta has confirmed that he is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director of the Company. The consent letter and notice received from a Member proposing candidature under Section 160(1) of the Act, terms and conditions of the appointment of Independent Directors and other relevant disclosures are uploaded on the website of the Company at <https://www.kesarinfra.com/>.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. Except the director seeking appointment in the company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the special resolution as set out at item no.3 of the Notice for the approval of the Members.

Item no.4

Shri Rajinder Singh Loona (DIN: 02305074) was appointed in the 11th Annual General Meeting of the Company dated 19th September, 2019 as an Independent Director of the Company, not liable to retire by rotation, for a second term not exceeding five (5) consecutive years from the conclusion of the 11th Annual General meeting till the conclusion of this Annual General Meeting.

Now the company has received the notice in writing from a member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Shri R S Loona for the office of Director of the Company.

Shri Rajinder Singh Loona is not disqualified to be appointed as a Director in terms of Section 164 of the Act and has given all the required declarations & disclosures.

Shri Rajinder Singh Loona shall hold the office as a Non-Executive, Non-Independent Director of the Company and he shall be included in the total number of directors for retirement by rotation.

Shri Loona has expertise in functional areas such as Securities market, Banking and Finance, Infrastructure projects, Real estate and Regulatory advice. Keeping in view his vast experience and knowledge, the board of directors is of opinion that it will be in the interest of the Company that Shri Loona is appointed as Non - Executive, Non-Independent Director.

Shri Loona shall attain the age of 75 years during his tenure in the company. Consent of the shareholders for the said appointment is therefore being sought through Special Resolution under Section 149 of the Companies Act, 2013 as well as under Regulations 17(1A) of the Listing Regulations.

Save and except Shri Loona and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the Notice.

The Board recommends the Special Resolution as set out at Item No.4 of the Notice for approval of the Members.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Additional Information of Directors recommended for appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Shri Jayanto Devgupta	Shri Rajinder Singh Loona
DIN	00515391	02305074
Category	Independent Director	Non-Executive, Non-Independent Director
Date of birth (Age)	22-05-1946 (78 Years)	21-09-1951 (73 years)
Qualification	Graduation	A Science graduate & Bachelors in Law
Expertise in specific functional areas	J. K. Devgupta has over 40 years of varied Industrial experience, involving marketing, technical services, manufacturing, supply & distribution, import & export and shipping.	Securities market, banking and finance, infrastructure projects, real estate and regulatory advice.
Date of first appointment on the Board	11.05.2010	01-06-2010
Terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto.	As per the resolution of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	Sitting fees and commission (if any) in accordance with the provisions of the Companies Act, 2013	Sitting fees and commission (if any) in accordance with the provisions of the Companies Act, 2013
Remuneration paid in the year F.Y. 2023-24	The details of remuneration are given in the Corporate Governance Report.	The details of remuneration are given in the Corporate Governance Report.
Directorship held in other Pvt. / Public companies as on 31st March, 2024	Kesar Multimodal Logistics Limited	<ul style="list-style-type: none"> • Cupid Limited • Kesar Multimodal Logistics Limited • Easy Home Finance Limited • Groww Trustee Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairmanship/ Membership in Committees of other Boards*	Kesar Multimodal Logistics Limited – Chairman of Audit Committee, Member of NRC Committee	<p>Cupid Limited – Member of Audit Committee, CSR, Stakeholders Relationship Committee & NRC Committee.</p> <p>Kesar Multimodal Logistics Limited – Member of Audit Committee & Chairman of NRC.</p> <p>Easy Home Finance Limited - Member of Audit Committee & Chairman of NRC.</p> <p>Groww Trustee Limited- Member of Audit Committee.</p>
Shareholding in the Company including beneficial ownership	291 shares	Nil
Relationship with other Directors & KMP of the Company	None	None

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Skills and capabilities required for the role and manner in which the appointee meets such requirements	He has knowledge of the industry in which the company operates. In addition, he also possesses behavioural competencies such as integrity, ethical standards and independent judgement.	N.A.
Number of meetings of the Board attended during the financial year 2023-24.	4/6	6/6

*For this purpose, Committees specified under the Act and Listing Regulations only are considered.

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

Registered Office:

Oriental House, 7 Jamshedji Tata Road,
Churchgate,
Mumbai-400020
Tel: 022-22042396
Email: headoffice@kesarinfra.com
Website: www.kesarinfra.com
CIN: L45203MH2008PLC178061

Harsh R. Kilachand
Executive Chairman
(DIN: 00294835)

Place: Mumbai

Date: 23rd July, 2024

KESAR TERMINALS & INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present to you the 16th Annual Report and the audited financial statements (standalone and consolidated) of the Company for the year ended 31st March, 2024.

FINANCIAL PERFORMANCE AND STATE OF THE COMPANY'S AFFAIRS:

The standalone financial performance of the Company for the year ended 31st March 2024 is summarized below:

	(₹ In Lakhs)	
Particulars	2023-24	2022-23
Revenue from Operations	2,986.54	3,349.65
Other Income	64.64	22.66
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	1208.36	1,705.75
Less: Depreciation/ Amortisation/ Impairment	336.72	366.01
Profit /loss before Finance Costs, Exceptional items and Tax Expense	871.64	1,339.74
Less: Finance Costs	742.66	741.91
Profit /loss before Exceptional items and Tax Expense	128.98	597.83
Add/(less): Exceptional items	-	-
Profit / (loss) before Tax Expense	128.98	597.83
Less: Tax Expense (Current & Deferred)	59.56	170.00
Profit / (loss) for the year (1)	69.42	427.83
Total Comprehensive Income/ (loss) (2)	(16.17)	(2.20)
Total Profit / (loss) for the year (1+2)	53.25	425.63
Balance of profit / (loss) for earlier years	3,329.57	2,901.74
Transfer to General Reserves	-	-
Dividend paid on Equity Shares	-	-
Profit/ (Loss) for the year	69.42	427.83
Prior period adjustment	-	-
Balance carried forward	3,398.99	3,329.57

During the financial year under review, the Company's revenue from operations was ₹ 2,986.54 Lakhs as compared to ₹ 3,349.65 Lakhs for the previous year. The profit for the year after tax stood at ₹ 69.42 Lakhs as against Profit of ₹ 427.83 Lakhs for the previous financial year.

The revenue of the Company on a consolidated basis was ₹ 3,121.01 Lakhs as compared to ₹ 3,696.46 Lakhs for the previous year. The loss for the year after tax stood at ₹ 5,168.42 Lakhs for the financial year under review as against loss after tax of ₹ 1,384.64 Lakhs for the Previous financial year.

There is no change in the nature of the Business of the Company.

BUSINESS OPERATIONS:

The Company is in the business of bulk liquid storage and logistics. The Company is listed on the BSE Limited. Hon'ble Mumbai High Court, vide its Order dated 12th March, 2010 had approved the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956 pertaining to the Demerger of Storage undertaking of Kesar Enterprises Limited (Demerged Company) into Kesar Terminals & Infrastructure Limited (Resulting Company) on a going concern basis. The said undertaking has over 60 years' of experience in handling different types of petroleum, petro chemical, hazardous and non-hazardous liquids.

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The Company has 2 terminals at Kandla, Gujarat. The tanks at Terminal No. 1 is situated right in front of the Jetties ensuring quick and smooth loading and off-loading of bulk liquids at a high pumping rate. Multiple Jetty Lines permit simultaneous discharge of cargo from more than one vessel at any time.

The Company operates in a single segment. The Management expects a significant improvement in the revenues and business of the Company.

DIVIDEND:

During the year under review, no dividend on the equity shares of the Company has been recommended by the Board.

The Dividend Distribution Policy is not applicable to the Company in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

TRANSFER TO RESERVE:

During the year under review, no amount has been transferred to reserves by the Company.

SUBSEQUENT FINANCIAL YEAR 2024-25:

The revenue of the company in the financial year 2023-24 has dropped by 10% as compared to the previous financial year. This is due to reduced Import and Kandla Port declined to issue gate passes in the month of May, 2023, owing to issue of lease renewal and rental payment. Also, exports were reduced by 50% mainly due to an increase in flexi & iso tank requirement instead of bulk export. There is one more chemical handling terminal added at Kandla resulting to customer preferences. Two competitors formed a consortium which has 240 tanks with a storage of 0.8 MMT storage in total. This large capacity gives them a leverage to dominate the market at Kandla. The Company would strive to achieve better revenues during the coming year i.e. F.Y. 2024-25. However, the development of better infrastructure and reduced demurrages at nearby Ports like Mundra / Hazira may affect the business of the Company. Further, the uncertainty in respect of lease rentals payable to Kandla Port could continue to affect the bottom line.

EXPANSION PLANS:

The Company has plans to invest in safety and modernization like Tankfarm Management System (TFMS) etc. after the renewal of the lease with Deendayal Port Trust (DPT).

The Company has plan to set up a Bulk Terminal at other places based on the opportunity and market.

WHOLLY- OWNED SUBSIDIARY COMPANY:

The Company has a wholly- owned subsidiary - Kesar Multimodal Logistics Limited (KMLL), a material subsidiary of the Company, as per Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”). There has been no material change in the nature of the business of the subsidiary.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company’s website at <https://www.kesarinfra.com/policies>.

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture Company. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (“**The Act**”), a statement containing the salient features of financial statements of the Company’s subsidiary in Form No. AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of the subsidiary, for F.Y. 2023-24 are available on the Company’s website on <https://www.kesarinfra.com/annual-reports>.

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the provisions of the Act & Regulation 33 of the Listing Regulations and applicable Indian Accounting Standards (“Ind AS”), the audited Consolidated Financial Statements of the Company for the financial year 2023-24, together with the Auditor’s Report form part of this Annual Report.

KESAR MULTIMODAL LOGISTICS LIMITED (KMLL) – WHOLLY OWNED SUBSIDIARY:

Composite Logistics Hub Project of Kesar Multimodal Logistics Limited (KMLL), the wholly- owned subsidiary primarily deals with warehousing of food grains, cold storage for fruits & vegetables etc. Customs approved export import container depot and Indian Railways approved Private Freight Terminal.

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KMLL has incurred substantial losses during the current financial year & previous financial year. During the financial year under review, the total income of KMLL decreased to ₹ 134.47 Lakhs as compared to ₹ 346.81 Lakhs in the previous financial year.

Originally, the Project of developing Composite Logistics Hub was conceived with Term Loans from 3 Banks and the Promoter's contribution. Further, the scope of the project increased due to the 2 - way rail connectivity and certain changes prescribed by the Railways which included more safety features, which resulted in the increase in the cost of the project from about ₹ 14,867.20 lakhs to about ₹ 21,991.93 lakhs. The revised means of financing envisaged additional contribution from the Promoter of about ₹ 2,591 Lakhs and additional debt of around ₹ 4,534 lakhs. Two of the 3 Banks reappraised the project and sanctioned their share of additional loans of ₹ 3,390 Lakhs. However, one Bank did not sanction its share of ₹ 1,144 lakhs. Consequently, the two Banks did not disburse even their share of the sanctioned additional term loan of ₹ 3,390 lakhs, as a result of which KMLL had to complete the requisite work with the additional funds inducted by the Company. Thus, slow pick up of the business and funding gap created by non-sanction of the additional term loan by one Bank, resulted in shortage of funds.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

Lenders of KMLL had filed a Company Petition u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) against KMLL being the borrower and the Company (being Corporate Guarantor) in November 2020 with NCLT – Mumbai Bench which was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and Order dated 07.03.2022 against the Company. The Lenders of KMLL had also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Company and KMLL.

In 2022, KMLL had entered into a One Time Settlement (OTS) with the Banks & accordingly, the Corporate Insolvency & Resolution Process ("CIRP") was withdrawn under Section 12A of IBC. In order to meet the OTS obligations, the Company decided to sell its entire stake in KMLL, pursuant to which the Company executed a Share Subscription and Purchase Agreement (SSPA) with DP World Multimodal Logistics Private Limited (DPW) and KMLL on September 11, 2023. However, the transaction is subject to the fulfilment of the Conditions Precedent therein which include obtaining the necessary approvals from the regulatory / statutory authorities. The said approvals are in process of being obtained but delayed due to the Elections and the administrative changes with the authorities. Due to this delay, the OTS payments have also been delayed and KMLL has sought an extension of time for the OTS payments. In the meantime, one of the lenders of KMLL has filed an application for initiation of CIRP under Section 7 of the IBC before the NCLT, Mumbai Bench against the Company and also against KMLL. Another Lender has also initiated CIRP u/s 7 of IBC against KMLL. All the three petitions are at the hearing stage and no adverse orders have been passed in any of these petitions as on date of this report.

KMLL is already in discussions with the lenders for extending the time for the OTS payments.

POSTAL BALLOT:

The Company has passed an Ordinary Resolution through Postal ballot on 16th December, 2023 for re-appointment of Shri Harsh R Kilachand from 20.12.2023 till 19.12.2026.

SALE OF SUBSIDIARY:

The Company has entered into a Share Subscription and Purchase Agreement with KMLL and DPW on September 11, 2023. The transaction and the closing procedures under SSPA shall be completed upon fulfillment of Conditions Precedent agreed therein which include necessary approvals from the regulatory /statutory authorities.

The present Long Stop Date under the agreement is July 31, 2024.

SHARE CAPITAL:

The authorised Share Capital of the Company is ₹ 15,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 5/- each aggregating to ₹ 12,50,00,000 and 25,00,000 Redeemable Preference Shares of ₹ 10/- each aggregating to ₹ 2,50,00,000. The paid-up Share Capital of the Company is 1,09,26,475 Equity Shares of ₹ 5/- each aggregating to ₹ 5,46,32,375. No shares were allotted in the Financial Year 2023-24.

During the financial year 2023-24, there was no change in the authorized, issued, subscribed and paid-up share capital of the Company.

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NUMBER OF MEETINGS OF BOARD:

During the year under review, 6 (Six) Board Meetings were held. The details of the meetings of the Board of Directors of the Company held and attended by the Directors during the financial year 2023-24 are given in the Corporate Governance Report forming part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Act and the Listing Regulations. The Company has provided a video conferencing facility (VC) to Board/Committee members to attend the meeting through VC or in person.

COMMITTEES OF THE BOARD:

As on 31st March, 2024, the Board has Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. During the year under review, all recommendations of the Committees of the Board have been accepted by the Board.

A detailed note on the composition of the Board and its Committees meetings held during the year and its terms of reference is provided in the Corporate Governance Report forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge, hereby state that:

- (i) in preparation of the annual accounts for the financial year ended on 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) the Directors have prepared the annual accounts for the financial year ended on 31st March, 2024 on a going concern basis; and
- (v) the Directors have laid down proper internal financial controls in place and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

Directors

In compliance with Section 152 of the Act and the Articles of Association of the Company, Shri Jayanto Kumar Devgupta, Non-executive Director (DIN:00515391) retires by rotation as director at ensuing AGM.

Mrs. Nilima Ashok Mansukhani (DIN:6964771) was re-appointed as an Independent Director on the Board of Directors ("Board") of the Company at the 15th Annual General Meeting ("AGM") held on 27th September, 2023 to hold office for the second consecutive term commencing from 27th September, 2023 and ending on 20th May, 2028.

Shri Harsh Rajnikant Kilachand Executive Chairman of the Company has been reappointed by Ordinary Resolution passed by Shareholders through Postal Ballot on 16th December, 2023 for the period of 3 years starting from 20.12.2023.

Declarations by Independent Directors

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Companies Act, 2013 and that they are not aware of any circumstance or situation, affecting their status as Independent Directors of the Company.

Independent Director's databank registration

The Company has received declarations from all the Independent Directors of the Company confirming that they have registered their names in the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs (IICA) as prescribed by MCA.

A Separate meeting of the Independent Director of the Company was held on 01st February, 2024.

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Board Evaluation

Pursuant to the requirement of the Act and Listing Regulations and considering criteria specified in the SEBI Guidance Note on Board Evaluation, the Board has carried out an annual evaluation of its own performance and that of its committees including performance of the Directors Individually through a structured questionnaire, feedback from each Director was obtained as part of performance evaluation. The Board has also carried out the evaluation of the performance of all the individual directors, the Executive Chairman & Non-executive director of the Company.

The performance evaluation of Individual Directors including the Executive Chairman, was done based on the criteria such as professional conduct, roles and functions, discharge of duties and their contribution to Board/Committees/Senior Management.

The questionnaire prepared for evaluation of the Board as a whole and its committees also covered various aspects such as structure and composition, effectiveness of the Board process, information, roles and responsibilities and functioning of the Board and its Committees, establishment and determination of responsibilities of Committees, the quality of relationships between the Board and the management.

The performance evaluation of the non- Independent Directors viz., the Executive Chairman & Non- executive Director and the Board as a whole was carried out by the Independent Directors at their separate meeting held on 01st February, 2024.

Key Managerial Personnel

In accordance with the provisions of Section 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri Harsh R Kilachand, Executive Chairman (DIN: 00294835), Shri Vipul Doshi, Chief Financial Officer, Mrs. Sarika Singh, Company Secretary are the Key Managerial Personnel ('KMPs') of the Company as on 31st March, 2024.

Shri Debasis Bhattacharya, Chief Executive Officer (CEO) of the Company resigned w.e.f.04th October, 2023.

Nomination and Remuneration Policy

The Board has framed a Policy for selection and appointment of Directors, Senior Management and their remuneration. The salient features of the Policy and changes therein are set out in the Corporate Governance Report which forms part of this Annual Report. The details of the Nomination & Remuneration Policy are available on the website: www.kesarinfra.com/policies.

Familiarization Program

The report on the working of the Company is placed before the Board Meeting on a quarterly basis by the Chief Executive Officer /Executive Chairman of the Company. The Directors are provided with documents, information and briefings to enable them to have a better understanding of the Company, its operations, and the industry in which it operates. All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment/reappointment through a formal letter of appointment. Details of familiarization program imparted to the Independent Directors are available on the Company's website: <https://www.kesarinfra.com/policies>.

AUDITORS:

Statutory Auditors and Statutory Audit Report

The Company's existing Auditors, M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Registration No. 101647W) were appointed as Statutory Auditors of the Company at 11th Annual General Meeting of the Company for the period of 5 years to hold the office until the conclusion of ensuing Annual General Meeting. The period under review was the 5th year of Audit by M/s. Chandabhoy & Jassoobhoy.

The Board of Directors at its meeting held on 21st May, 2024, has recommended to the Shareholders the, re-appointment of M/s. Chandabhoy & Jassoobhoy as Statutory Auditors of the Company for a second term of five consecutive years from conclusion of the ensuing AGM until the conclusion of the 21st AGM of the Company to be held in the Calendar year 2029.

The reports of the Statutory Auditors on Standalone and Consolidated Ind AS Financial Statements form part of this Annual Report. The Auditors in their reports to the members have given qualified opinion. Observations given by the Auditors on the Standalone Financial Statements and the response of the Board with respect to the same are as follows:

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- a. We draw attention to Note 34(a) of the standalone Ind AS financial statements in respect of defaults in repayment of borrowings to the lenders by Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company. As stated in the note, the total outstanding loans (including interest) availed by KMLL from Banks as at 31.03.2024 is ₹ 20,325.37 Lakhs. In view of defaults, lenders of KMLL had initiated Insolvency and Bankruptcy Code, 2016 (IBC) proceedings against the company being a corporate guarantor which have been subsequently withdrawn pursuant to the sanction of OTS (One Time settlement) by the lenders of KMLL. As stated in the note, KMLL has made part payments towards the OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 20.12.2023 against KMLL and KMLL has filed its reply to the Company Petition and the same is kept for hearing on 04.06.2024. Another lender of KMLL has also filed a Company Petition with NCLT under IBC on 24.01.2024 against the Company and also against KMLL. The same is yet to come up for hearing. KMLL is seeking more time from the lenders for repayment of OTS dues. However, pending outcome of the above, the Company has made no provision against liability that may arise, if any, on account of invocation of the corporate guarantee w.r.t. pending repayment obligations by KMLL towards the lenders.
- b. We draw attention to Note 34(b) of the standalone Ind AS financial statements with regard to Company's investment in and loans to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company, aggregating ₹ 9,803.04 lakhs and ₹ 6,201.83 lakhs respectively as at March 31, 2024. As stated in the said note, KMLL has incurred substantial losses till current year and the net worth of KMLL as at March 31, 2024 has been fully eroded. In view of the huge losses in KMLL and pendency of (IBC) proceedings, during the year ended 31.03.2022, the management as prudent accounting practice, had made the provision for impairment of loans and Investments of ₹ 6,858.33 lakhs @ 50% of the total loans and investments outstanding as on 31.03.2022. The management has taken a decision not to book the notional interest income as per IND AS on investments in KMLL (0% preference shares and Interest free Unsecured Loans) and as such the notional commission on corporate guarantee given on loans taken by KMLL w.e.f. 01.04.2021. Further, the Company has taken its Shareholders approval to enable the proposed divestment of the equity and preference shares of KMLL. In this respect, the Company has signed an SSPA (Shares Subscription and Purchase Agreement) with the DP World Multimodal Logistics Private Limited (Acquirer). The completion of SSPA is subject to the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities as detailed in SSPA. The present Long stop date of the SSPA is 31.07.2024. As stated in the note, the management will consider a final call of further provisions / write off/write back of its carrying value of investments and loans in KMLL once the proposed divestment is concluded. The above will have an impact on the profit and carrying values of these investments and loans.
- c. We draw attention to Note 33 of the standalone Ind AS financial statements in respect of litigation with the Deendayal Port Trust (DPT) (formerly known as Kandla Port Trust (KPT)) in respect of their demand of transfer / upfront fees for change in the name and increase in lease rent on account of revision of rates for the leasehold lands and renewal of the said leases. As stated in Note, the Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat against the demand raised by the DPT. Further, since the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. The Hon'ble Gujarat High Court has dismissed the LPA / SCA filed by the Company and the Company has filed a Special Leave Petition (SLP) in the Hon'ble Supreme Court of India against the order of the Hon'ble Gujarat High Court. However, pending the decision of Hon'ble Supreme Court of India, no provision/adjustments have been made in the standalone Ind AS financial statements in respect of said incremental liability or any impact on the leased assets recognised being the same currently not ascertainable and accordingly depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Company as well as the right to use lease assets recognized by the Company.

Response to the above-mentioned observations is as follows:

- a. Impact is not ascertainable as the KMLL has already made part payments towards the OTS dues and it is seeking more time from the lenders for repayment of OTS dues. Also, the Company is in advanced stage of divesting 100% equity and preference stake in KMLL.
- b. Impact is not ascertainable as the Company is in advanced stage of divesting 100% equity and preference stake in KMLL. However, as a prudent accounting practice, provision of ₹ 6,858.33 Lakhs @ 50% of total loans and investments was made in FY 2021-22.
- c. Impact is not ascertainable as the Company is contesting DPT Demands in the Hon'ble Supreme Court where hearing is pending.

Observations given by the Auditors on the Consolidated Financial Statements and the response of the Board with respect to the same are as follows:

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- a. We draw attention to Note 35 of the consolidated Ind AS financial statements in respect of defaults in repayment of borrowings to the lenders by Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company. As stated in the note, the total outstanding loans (including interest) availed by KMLL from Banks as at 31.03.2024 is ₹ 20,325.37 lakhs. KMLL had defaulted in repayment of borrowings to the lenders. In view of the same, lenders of KMLL had initiated Insolvency and Bankruptcy Code, 2016 (IBC) proceedings against the company being a Corporate Guarantor which have been subsequently withdrawn pursuant to the sanction of OTS (One Time settlement) by the lenders of KMLL. KMLL has made part payments towards the OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 20.12.2023 against KMLL and KMLL has filed its reply to the Company Petition and the same is kept for hearing on 04.06.2024. Another lender of KMLL has also filed a Company Petition with NCLT under IBC on 24.01.2024 against the Company and also against KMLL. The same is yet to come up for hearing. KMLL is seeking more time from the lenders for repayment of OTS dues. Pending outcome of the above, the Company has made no provision against liability that may arise, if any, on account of invocation of the corporate guarantee w.r.t. pending repayment obligations by KMLL towards the lenders.
- b. As stated in Note 35 of the consolidated Ind AS financial statements, the Subsidiary Company KMLL has incurred substantial losses during current as well as previous financial years and the net worth of the Company has completely eroded. Further, the revenues and turnovers of KMLL have not improved or achieved as per management's expectations. In view of the above, there may be an impairment in the carrying value of Property Plant and Equipment of the Subsidiary Company situated at Composite Logistics Hub at Pawarkheda, Madhya Pradesh. However, the extent of impairment is not ascertained currently and no provision has been made thereto as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets'.
- c. We draw attention to Note No. 34 of the consolidated Ind AS financial statements in respect of litigation with the Deendayal Port Trust (DPT) in respect of their demand of transfer/upfront fees and increase in lease rent on account of revision of rates for the leasehold lands and renewal of the said leases. As stated in Note, the Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat against the demand raised by the DPT. Further, since the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. The LPA/SCA filed by the Company has been dismissed by the Hon'ble Gujarat High Court and the Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. However, pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the consolidated Ind AS financial statements in respect of said incremental liability or any impact on the leased assets recognised in the financial statements being the same currently not ascertainable and accordingly depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Company as well as the right to use lease assets recognized by the Company.

Response to the above-mentioned observations is as follows:

- a. Impact is not ascertainable as the KMLL has already made part payments towards the OTS dues and it is seeking more time from the lenders for repayment of OTS dues. Also, the Company is in advanced stage of divesting 100% equity and preference stake in KMLL.
- b. Impact is not ascertainable as the Company is in advanced stage of divesting 100% equity and preference stake in KMLL.
- c. Impact is not ascertainable as the Company is contesting DPT Demands in the Hon'ble Supreme Court where hearing is pending.

Internal Auditors

The Company has an adequate Internal Control System. All the transactions are properly authorized, recorded and reported to the Management.

The Company had appointed M/s. S V Shah & Associates., Chartered Accountants as its Internal Auditors in accordance with the provisions of Section 138(1) of the Companies Act, 2013 for the Financial Year 2023-24. The Audit Committee reviews the observations made by the Internal Auditors in their Report on half yearly basis.

Secretarial Auditors & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Dhruvil M Shah & Co. LLP., Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2023-24.

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The Secretarial Audit Report for the Financial Year 2023-24 contains following two observations:

- (a) The company failed to comply with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which necessitates submission of voting results to the stock exchange within two working days of a General Meeting. Consequently, BSE Limited imposed a fine of INR 11,800 for delayed submission of voting results of a Postal Ballot held in December 2023.
- (b) In terms of the provisions of Section 77 of the Companies Act, 2013, the Company has not registered one Charge with Ministry of Corporate Affairs for availing Car Loan.

Response to the above-mentioned observations is as follows:

- (a) The disclosure was submitted to BSE in PDF format within the prescribed time period. However, the filing of the same in XBRL format was inadvertently missed due to a medical emergency in the family of the Compliance Officer. The Company has subsequently submitted the disclosure in XBRL format on the BSE Portal and also has paid the fine imposed by BSE Limited in this regard.
- (b) The Company was not able to register the charge with the Ministry of Corporate Affairs as the requisite documents were not provided by the lender.

The Secretarial Audit Report for the financial year ended 31st March, 2024 is set out in **Annexure 'A'** to this Report.

Secretarial Audit of Material unlisted Indian Subsidiary

As per Regulation 24A of the Listing Regulations, Secretarial Audit of the material subsidiary i.e Kesar Multimodal Logistics Limited has been conducted for the financial year 2023-24 by M/s. Dhrumil M Shah & Co. LLP, Practicing Company Secretaries.

The Audit Report contains no qualification, reservation or adverse remark. The Secretarial Audit Report of the material subsidiary for the financial year ended 31st March, 2024, is annexed herewith and marked as '**Annexure A1**' to this Report.

Reporting of Frauds by Auditors

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

RELATED PARTY TRANSACTIONS:

All the Related Party Transactions were placed before the Audit Committee and were in accordance with the related party transactions policy of the Company. All the transactions entered into by the Company during the year under review with the related parties were in the ordinary course of the business and on arm's length basis in terms of provisions of the Act. Omnibus approvals are taken for the transactions which are repetitive in nature. A quarterly statement of all the Related Party Transactions is placed before the Audit Committee for review at every meeting, specifying the nature, value and terms and conditions of the transactions.

Pursuant to an amendment in the SEBI (LODR) (Sixth Amendment) Regulations, 2021, the Company has revised the Related Party Transaction policy on 8th February, 2022. A Policy on materiality of the related party transactions and dealing with the related party transactions as approved by the Board is posted on the Company's website: www.kesarinfra.com/policies.

None of the transactions with the related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of the related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for the financial year 2023-24.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

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ANNUAL RETURN:

The Annual Return of the Company as on 31st March, 2024 in Form MGT-7 in accordance with Section 92(3) read with Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.kesarinfra.com/annual-reports> .

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

Except as disclosed in this report, there were no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY:

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving the efficiency of operations, better financial management and compliance with the applicable laws. The internal financial control system of the Company is supplemented with yearly internal audits, regular reviews by the management and checks by the Statutory Auditors.

During the year under review, no material observation has been made by the Internal Auditors or the Statutory Auditors of the Company in relation to the efficiency and effectiveness of such controls.

RISK MANAGEMENT:

Your Company has a robust risk management framework to identify, evaluate and mitigate business risks. The Company has in place a Risk Management Policy. A detailed statement indicating the development and implementation of a risk management policy for the Company, including identification of various elements of risk appears in the Management Discussion and Analysis Report.

MAINTENANCE OF COST RECORDS:

The provisions relating to maintenance of Cost Records as specified by the Central Government under Section 148 of the Companies Act, 2013 are not applicable to the Company.

MANAGEMENT DISCUSSION & ANALYSIS REPORT AND CORPORATE GOVERNANCE REPORT:

The Management Discussion & Analysis Report is annexed and forms part of this Annual Report. Pursuant to Regulation 34(3) of the Listing Regulations, Corporate Governance Report containing the details as required under Schedule(V)(C) of the said Regulations along with a certificate from the Secretarial Auditors of the Company confirming the compliance of the conditions of corporate governance by the Company as required under Schedule (V)(E) of the said Regulations is annexed hereto and forms an integral part of this Report.

EXECUTIVE CHAIRMAN AND CHIEF FINANCIAL OFFICER CERTIFICATE:

In terms of the Listing Regulations, a certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from Shri Harsh R Kilachand, Executive Chairman (DIN: 00294835) and Shri Vipul Doshi, Chief Financial Officer (CFO) for the financial year 2023-24 with regard to the financial statements and other matters. The said certificate forms part of the report on Corporate Governance.

PREVENTION OF INSIDER TRADING:

In compliance with the SEBI regulations on Prevention of Insider Trading, the Company has framed a comprehensive code which lays down guidelines and advises the Directors, Key Managerial Personnel and other designated persons of the Company on procedures to be followed and disclosures to be made, while dealing in securities of the Company. The Company had adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of Conduct for Prohibition of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

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DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has a policy in place in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Complaints Committee (ICC) for prevention and redressal of complaints/ grievances on the sexual harassment of women at workplaces. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during the year:

- (a) Number of complaints pending at the beginning of the year; Nil
- (b) Number of complaints received during the year: Nil
- (c) Number of complaints disposed off during the year: Nil
- (d) Number of cases pending at the end of the year: Nil

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Disclosures under Section 134(3)(m) of the Companies Act, 2013 pertaining to conservation of energy and technology absorption are not applicable to your Company during the year under review.

Foreign Exchange Earnings and Outgo

During the financial year, the Company's foreign exchange earnings were ₹ Nil Lakh (Previous Year: NIL) and outgo was ₹ 16.24 lakhs (Previous Year ₹ Nil).

INSURANCE:

The Company has taken adequate insurance for all its properties.

DEPOSITS:

As per the Companies Act, 2013, the Company has not taken deposits in terms of Section 73 of the Act.

UNCLAIMED DIVIDEND/TRANSFER OF SHARES TO IEPF:

As per Section 124(5) of the Companies Act, 2013, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called the Investor Education and Protection Fund (IEPF) set up by the Central Government. Accordingly, the unpaid/unclaimed dividends (interim) for the financial year 2015-16 had already been transferred by the Company to the said Fund. Unpaid/unclaimed dividend for the financial year 2016-17 shall become due for transfer to the said Fund on 19th October, 2024. Members are requested to verify their records and send their claim, if any, for the financial year 2016-17, before such amount becomes due for transfer to the Fund. Communication will be sent to the members, who have not yet claimed dividend for the financial year 2016-17 requesting them to claim the same as well as unpaid dividend, if any, for the subsequent years. During the FY 2023-24, the Company has transferred unclaimed dividend for the FY 2015-16 of ₹ 75,952 to the IEPF.

The Company has uploaded the details of unclaimed dividend on the Company's website at www.kesarinfra.com.

During the year under review, the Company transferred 5308 (Previous Year: 5257) equity shares of the face value of ₹ 5 each in respect of 78 (Previous Year: 73) shareholders to the demat account of the IEPF Authority held with NSDL. Details of such shareholders, whose shares are transferred to the IEPF and their unpaid dividends for the subsequent years are available on the website of the Company at www.kesarinfra.com.

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd is the Registrar and Share Transfer Agent of the Company.

SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards i.e., SS-1 relating to Meetings of the Board of Directors and SS-2 relating to General Meetings, respectively.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

WHISTLEBLOWER/VIGIL MECHANISM POLICY:

The Whistle Blower Policy of the Company, adopted by the Board, provides mechanism to its directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. The Whistle Blower Policy of the Company can be accessed at the website: <https://www.kesarinfra.com/policies>.

It is hereby confirmed that no personnel have been denied access to the audit committee.

CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has modified its CSR policy to align with the statutory amendments. The Company's CSR policy is available on the Company's web link at www.kesarinfra.com/policies.

The composition and functions of the CSR Committee have been detailed in the Corporate Governance Report. The Company has undertaken CSR activities in accordance with Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith as **Annexure 'B'**.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The relation with the employees remained cordial throughout the year. The Directors place on record their sincere appreciation for the excellent spirit and commendable progress showcased by the entire team of the Company working at its Terminals and Offices.

The information required pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees on the payroll of the Company, is provided as **Annexure-“C”** which forms part of this report.

The information required pursuant to Section 197 read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be made available to any shareholder on request, as per provisions of section 136(1) of the said Act.

ACKNOWLEDGEMENT:

The Directors wish to place on record their grateful appreciation for the assistance and co-operation extended by Banks, Financial Institutions, Customers, Advisors, Consultants and the wholehearted support extended by the Shareholders and Employees of the Company during the year.

For and on Behalf of the Board of Directors
For Kesar Terminals & Infrastructure Limited

Place: Mumbai
Date: 21.05.2024

Harsh Rajnikant Kilachand
Executive Chairman
DIN: 00294835

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“ANNEXURE A”

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kesar Terminals & Infrastructure Limited
Oriental House, 7 Jamshedji Tata Road,
Churchgate, Mumbai – 400020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kesar Terminals & Infrastructure Limited** having **CIN: L45203MH2008PLC178061** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review.**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable as there was no reportable event during the financial year under review.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review.**

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws which is specifically applicable to the Company.
1. The Petroleum Rules, 1908
 2. The Manufacture, Storage & Import of Hazardous Chemicals Rules, 1989
 3. Major Port Trusts Act, 1963
 4. Environment (Protection) Act, 1986
 5. Merchant Shipping Act, 1958

We have also examined compliance with the applicable clauses of the followings:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii) The Listing Agreements entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following observation:

1. *The company failed to comply with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which necessitates submission of voting results to the stock exchange within two working days of a General Meeting. Consequently, BSE Limited imposed a fine of INR 11,800 for delayed submission of voting results of a Postal Ballot held in December 2023.*
2. *Whereas in terms of the provisions of Section 77 of the Companies Act, 2013, the Company has not registered Charge with Ministry of Corporate Affairs for availing Car Loan.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. No changes took place in the composition of the Board of Directors during the period under review.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of the directors was received for scheduling meeting at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that based on the review of the compliance mechanism established by the company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, we are of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

We further report that the following events has occurred during the year which has a major bearing on the Company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above.

1. The Company's subsidiary, Kesar Multimodal Logistics Limited (KMLL), faced defaults in loan repayments to its lenders, to which the Company is a guarantor. Consequently, one of the lenders initiated insolvency proceedings against both KMLL and the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC). The National Company Law Tribunal (NCLT) admitted the petitions against KMLL and the Company. However, following the approval of a One Time Settlement (OTS) by the lenders and subsequent withdrawal of the Corporate

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Insolvency Resolution Process (CIRP) by the Resolution Professional (RP), NCLT withdrew the CIRP orders against KMLL and the Company. Despite KMLL making partial payments under the OTS, there are outstanding dues as of March 31, 2024. Notably, no provision has been recorded in the books of account regarding potential liabilities arising from the invocation of the Corporate Guarantee for pending repayment obligations under the OTS by KMLL to its lenders.

2. The Board of Directors of the Company, vide its meeting dated 4th September 2023, approved the draft of the Share Subscription & Share Purchase Agreement (“SSPA”) to be executed between the Company, Kesar Multimodal Logistics Limited (“KMLL”), and DP World Multimodal Logistics Pvt Ltd. (“DPW”). This agreement pertains to the sale, disposal, or transfer of up to 100% equity and/or preference stake in KMLL, a wholly owned material subsidiary of the Company, subject to the fulfillment of conditions precedent and necessary approvals from regulatory/statutory authorities. The said SSPA was executed on 11th September 2023.
3. In compliance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders’ approval was obtained at the meeting held on September 27, 2023. This approval allows the Company to engage in Material Related Party Transactions with Kesar Multimodal Logistics Limited, its wholly owned subsidiary and Seel Investment Private Limited, involving loans for an aggregate value not exceeding ₹ 10 Crores during the financial year 2023-24 at arm’s length pricing basis and in ordinary course of business. These transactions will be conducted on mutually agreed terms and conditions between the Company and/or its wholly owned subsidiary, Kesar Multimodal Logistics Limited, and Seel Investment Private Limited.
4. Indian Bank, a creditor of Kesar Multimodal Logistics Limited (KMLL), a material subsidiary of the Company according to Regulation 16(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016, against KMLL at the National Company Law Tribunal (NCLT), Mumbai Bench. As per information provided by the management, the petition is currently at the hearing stage and no adverse order has been passed in the said petition as on 31st March, 2024.
5. Union Bank of India, a lender to Kesar Multimodal Logistics Limited (KMLL), a wholly-owned subsidiary of the Company and a material subsidiary as per Regulation 16(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has initiated Corporate Insolvency & Resolution Process (CIRP) proceedings under Section 7 of the Insolvency & Bankruptcy Code, 2016 before the National Company Law Tribunal, Mumbai Bench. These proceedings are directed against the Company, which serves as the Corporate Guarantor for the loans acquired by KMLL and also against KMLL. As per information provided by the management, no adverse orders have been passed in the said proceedings as on 31st March, 2024.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhrumil M. Shah
Partner

FCS 8021 | CP 8978

UDIN: F008021F000411512

Place: Mumbai
Date: 21st May, 2024

*This Report is to be read with our letter of even date which is annexed as **Annexure - I** and forms an integral part of this report.*

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Annexure I

(To the Secretarial Audit Report)

**To,
The Members,
Kesar Terminals & Infrastructure Limited**

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditors.
- 4) Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023**

**Dhrumil M. Shah
Partner**

**FCS 8021 | CP 8978
UDIN: F008021F000411512**

**Place: Mumbai
Date: 21st May, 2024**

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“ANNEXURE A 1”

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kesar Multimodal Logistics Limited
Oriental House 7, Jamshedji Tata Road,
Churchgate, Mumbai 400020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kesar Multimodal Logistics Limited** CIN: U74120MH2011PLC222597 (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **were not applicable** to the Company during the financial year under review: -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- v) The Company has informed that there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the followings:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India;

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable;

During the period under review the Company has complied, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes took place in the composition of the Board of Directors during the period under review.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of the directors was received for scheduling meeting at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the following events has occurred during the year which has a major bearing on the Company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above.

1. Indian Bank, a creditor of the Company, has filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016, against the Company at the National Company Law Tribunal (NCLT), Mumbai Bench.. As per information provided by the management, the petition is currently at the hearing stage and no adverse order has been passed in the said petition as on 31st March, 2024.
2. Union Bank of India, a lender to the Company, has initiated Corporate Insolvency & Resolution Process (CIRP) proceedings under Section 7 of the Insolvency & Bankruptcy Code, 2016 before the National Company Law Tribunal, Mumbai Bench. These proceedings are directed against the Kesar Terminals & Infrastructure Limited (KTIL), the Holding Company which serves as the Corporate Guarantor for the loans acquired by the Company and also against the Company. . As per information provided by the management, no adverse orders have been passed in the said proceedings as on 31st March, 2024.
3. The Company had defaulted in loan repayments to one of its lenders, to which the KTIL, its Holding Company is a guarantor. Consequently, the said lender had initiated insolvency proceedings against both the Company and KTIL under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC). The National Company Law Tribunal (NCLT) admitted the petitions against the Company and KTIL. However, following the approval of a One Time Settlement (OTS) by the lender and subsequent withdrawal of the Corporate Insolvency Resolution Process (CIRP) by the Resolution Professional (RP), NCLT withdrew the CIRP orders against the Company and KTIL. Despite the Company making partial payments under the OTS, there are outstanding dues as of March 31, 2024.
4. The Board of Directors of the Company, vide its meeting dated 4th September 2023, approved the draft of the Share Subscription & Share Purchase Agreement ("SSPA") to be executed between the Company, KTIL and DP World Multimodal Logistics Pvt Ltd. ("DPW"). This agreement pertains to the sale, disposal, or transfer of up to 100% equity and/ or preference stake in the Company by KTIL, subject to the fulfillment of conditions precedent and necessary approvals from regulatory/statutory authorities. The said SSPA was executed on 11th September 2023.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Place: Mumbai
Date: 21st May, 2024

Dhiraj R. Palav
Partner
ACS 61639 | CP 26159
UDIN: A061639F000411670

*This Report is to be read with our letter of even date which is annexed as **Annexure - I** and forms an integral part of this report.*

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Annexure I

(To the Secretarial Audit Report)

To,
The Members,
Kesar Multimodal Logistics Limited

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
- 4) Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Place: Mumbai
Date: 21st May, 2024

Dhiraj R. Palav
Partner
ACS 61639 | CP 26159
UDIN: A061639F000411670

KESAR TERMINALS & INFRASTRUCTURE LIMITED

“ANNEXURE-B”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2023-24

1. Brief outline on CSR Policy of the Company:

The Company has revised the CSR policy of the Company on 29th June, 2021 in line with the amended CSR Rules, 2014. The objective of this Policy document is to articulate Company's core philosophy of social responsibility, to define the areas and to indicate activities chosen by Company to impact the society with its efforts towards Corporate Social Responsibility (“CSR”) and to define the governance & monitoring framework for ensuring effectiveness of the Policy.

The CSR activities undertaken by the Company are within the broad framework of Schedule VII of the Companies Act, 2013. The details of the CSR policy & Annual Action plan are available on the website of the Company www.kesarinfra.com.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Jayanto Kumar Devgupta	Chairman	1	1
2.	Shri Rajinder Singh Loona	Member	1	1
3.	Mrs. Nilima Ashok Mansukhani	Member	1	1
4.	Shri Harsh Rajnikant Kilachand	Member	1	1

The composition of the CSR committee shared above is also available on the website of the Company www.kesarinfra.com.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company: www.kesarinfra.com
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **N.A.**
5. (a) Average net profit of the Company as per section 135(5): ₹ 10,37,57,409/-
 (b) Two percent of average net profit of the Company as per section 135(5): ₹ 20,75,148/-
 (c) Surplus arising out of the CSR project or program or activities of the previous financial years: Nil
 (d) Amount required to be set off for the financial year, if any: Nil
 (e) Total CSR obligation for the financial year (b+c- d): ₹ 20,75,148/
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 20,75,000/-
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: N.A
 (d) Total amount spent for the Financial Year (a+b+c): ₹ 20,75,000/-
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year 2023-24 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
20,75,000/-	0	0	0	0	-

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(f) Excess amount for set off, if any:

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	20,75,148
(ii)	Total amount spent for the Financial Year	20,75,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-148
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	283
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	135

7. Details of Unspent CSR amount for the preceding three financial years: 0

Srr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
0							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes No

If Yes, enter the number of Capital assets created/ acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). N.A.

Place: Mumbai
Date 21.05.2024

Harsh R Kilachand
Executive Chairman
DIN: 00294835

Jayanto Kumar Devgupta
Chairman CSR Committee
DIN: 00515391

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Annexure "C"

Particulars of Employees remuneration and other details in terms of Section 134(3)(g) read with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2023-24:

Name of the Directors	Ratio of remuneration of Director to the Median remuneration of Employees
Shri Harsh Rajnikant Kilachand	10.96:1
Shri Rajinder Singh Loona	0.63:1
Shri Jayanto Kumar Devgupta	0.21:1
Mrs. Nilima Ashok Mansukhani	0.63:1

2. The percentage increase in remuneration of each Director, CFO, CEO & CS in the financial year 2023-24:

Name of Directors & KMP	% Increase in the remuneration
Executive Director	
Shri Harsh Rajnikant Kilachand	-28.23%
Non-executive Directors	
Shri Rajinder Singh Loona	-
Shri Jayanto Kumar Devgupta	-
Mrs. Nilima Ashok Mansukhani	-
Key Managerial Personnel	
Shri Vipul Jaychand Doshi, Chief Financial Officer	9.71%
Mrs. Sarika Singh, Company Secretary	9.17%

The percentage increase in the median remuneration of employees in the financial year 2023-24: 15.66%

3. The Company has 48 permanent employees on the rolls of the Company as on March 31, 2024.
4. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

In FY 2023-24, the remuneration of median employee other than Whole-time Directors increased by 15.66 % over the previous year.

There is reduction of 28.23% in the Managerial Remuneration of Executive Chairman as the Company had not paid him any remuneration w.e.f. 19.12.2023.

5. The Company affirms that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21.05.2024

Harsh R Kilachand
Executive Chairman
DIN: 00294835

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BULK LIQUID STORAGE SCENARIO

The Bulk Liquid storage and handling Industry in the private sector acts as a dominant logistic partner in supply chain management framework for both - Primary manufacturers and downstream units in various industries such as petrochemicals, chemicals, synthetic fiber manufacturing, edible / non-edible vegetable oil refinery, power generation, food processing, pharmaceuticals etc. It also caters to the needs of traders of chemicals and edible/non-edible oils who import/export large parcels of these liquids.

The Indian Chemical Industry has a dominant role as a manufacturer of various chemicals for domestic consumption as well as for exports, particularly to the European market where there are restrictions for manufacture of lot of chemicals on safety, health and environment consideration.

This industry is further poised for growth on a regular basis with emphasis on "Make in India" programme of the Govt. of India and increased demand from domestic sector. The Port led modernisation planned for major ports in India would well support the handling of increasing volumes on a year-on-year basis.

In the recent years, domestic Oil Companies in the private sector have been hiring storage tanks particularly at port locations. This has been necessitated for the Private Oil Players in the Industry to optimize their logistics & transportation costs of Petroleum products on PAN India basis. This trend is likely to continue and volumes will increase on a regular basis as the Country has got surplus refineries and therefore the imported crude & refined oil products need to be moved to all the corners of the Country from the Port locations.

INDUSTRY STRUCTURE & DEVELOPMENT

Increasing urbanization and rise in per capita disposable income is resulting in a strong growth outlook for several key end use industries. The pandemic has also given opportunity to the Chemical Storage Terminals due to increased imports of raw materials for the Pharma Industries. So, this is going to positively impact the growth of Indian liquid bulk industry. Going ahead, liquid bulk trade volumes are set to grow at a rapid pace. The Government's thrust towards domestic manufacturing is expected to redefine the product flow patterns and to address the mismatch of production versus domestic demand, the export volumes will also keep on increasing.

OPPORTUNITIES & THREATS

As earlier mentioned, the Central Government is taking a number of progressive steps which would promote the growth of the Indian liquid bulk industry.

Increase in storage tank capacities at Kandla Port by various Terminal Operators have reduced the utilization in general and have increased competition amongst the liquid Terminal Operators. There is a consortium formed, named AVTL, aggregating terminals of Aegis, Vopak & Friends with a total tankage of about 0.8 mMT in 240 tanks. Apart from this, Aegis has 0.2 mMT storage at Mumbai. This gives them leverage to dominate the market at Kandla.

The total thruput of the Kandla Terminals in the financial year 2023-24 was 0.43 MMTPA. The revenue in the financial year 2023-24 was ₹ 29.87Cr. The revenue dropped due to price competition as also Kandla Port declined to issue gate passes to jetty, owing to lease rental payment in the month of May 23. Also, exports were reduced by 50% mainly due to an increase in flexi & iso tank requirement instead of bulk export.

Both the Terminals lands lease with DPT have expired and so renewal of the leases are very crucial to keep the business continuity at Kandla. However, the matter is subjudice with Hon'ble Supreme Court.

Kesar Multimodal Logistics Limited (KMLL) has got its competitor in the form of CONCOR at Mandideep near Bhopal at a distance of 60 Km.

We require more export client to always make full rake movement to make the movement profitable, which is being attempted.

For the PFT segment, the Railway Goods shed at Itarsi is operated by Railways which is located in the heart of the City.

Besides, we need to hire trucks from outside where the rate is high. This is not making us competitive.

The wholly owned subsidiary of the Company, KMLL has commenced operation in 2016-17 after erecting the facilities of Phase I of the project. We had further increased our revenues during the year 2021-22, by doing of our ICD/EXIM business and by handling of FCI rake. Further, we could not consolidate EXIM business due to huge scarcity of empty containers PAN India basis. ICD business also got affected in financial year 2023-2024 due to lack of support from shipping lines as number of export clients were less in our locations. We shall strive and to improve our business and turnover further during next year.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

PERFORMANCE

The Company as on date operates only in one segment i.e. bulk liquid storage facility, the revenues of which for the current year stood at ₹ 2,986.54 Lakhs as against ₹ 3,349.65 Lakhs of previous year showing a decrease of 10.84 %. The Total Comprehensive Income for the year stood at ₹ 53.25 Lakhs as against Total Comprehensive Income of ₹ 425.63 Lakhs in previous year.

In KMLL the revenue for Cold Storage and Rail Side Container has gone down by 48% and 44% respectively. However, the revenue for General Warehousing has gone down by 65.27% whereas for ICD Direct billing, there was no turnover in 2023-24. Total Revenue has dropped from ₹ 3.47 Crores in F. Y. 2022-2023 to ₹ 1.34 Crores in the F.Y. 2023-2024.

RISKS AND CONCERNS

Every business is exposed to a certain amount of risk and concerns some of which may be regulatory or change in policy pertaining to the business, economic parameters, trade policy and geo-political factors, market risk, governmental clearances and approvals, credit risk, which are difficult to foresee. Currently, the Company derives its major share of revenue from its Bulk Liquid Terminals at Kandla, Gujarat.

Since, the Company is majorly dependent on these Terminals for its revenues, it is exposed to specific risks that are particular to its business and environment in which it operates. The Company manages these risks by following business and risk mitigation practices. The Company has in place a Risk Management Policy.

INTERNAL CONTROL SYSTEM

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving the efficiency of operations, better financial management and compliance with the applicable laws.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The Statutory Auditors have also examined the internal financial controls of the Company and have submitted unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting as at 31st March, 2024.

The Company has appointed Independent Internal Auditors M/s. S V Shah & Associates, Chartered Accountants to carry out internal audit of its activities. The detailed internal audit reports are discussed at length at various level and thereafter the said reports are also placed before the Audit Committee for review and discussion on half yearly basis. No significant deficiency or material weakness in internal financial controls were identified as part of the audit.

FINANCIAL PERFORMANCE

The information relating to the financial performance of the Company is provided in the Directors' Report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company firmly believes that trained, talented and engaged employees are the critical differentiators and provide competitive advantage for sustaining and growing the business in the intensified spiral of global competition. As such, the Company continues its focus on high performance, talent retention, employee engagement and focused approach for smooth organizational workflow. The Company has a total strength of 48 people as at 31st March, 2024.

KEY FINANCIAL RATIOS

PARTICULARS	F.Y. 2023-24	F.Y. 2022-23	REASONS FOR SIGNIFICANT CHANGE
Inventory Turnover Ratio	271.50	213.35	Due to increase in cost of services provided
Interest Coverage Ratio	1.17	1.81	Due to lower profit during the year
Current Ratio	0.31	0.54	Due to increase in Short term loan taken during the year
Debt-equity ratio	0.04	0.00	Due to increase in short term loan taken during the year
Operating Profit Margin	0.38	0.47	Due to decrease in sales during the year
Net Profit ratio	4.32%	17.85%	Due to decrease in sales as well as earnings during the year
Return on investment	0.10%	0.04%	Due to higher return on investment in mutual funds during the year

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PARTICULARS	F.Y. 2023-24	F.Y. 2022-23	REASONS FOR SIGNIFICANT CHANGE
Return on Capital employed	9.01	15.00	Due to lower turnover and lower earnings
Return on net worth	0.60%	4.81%	Due to fall in profit earned during the year
Debt Service coverage ratio	1.61	2.27	Due to lower earnings during the year
Return on Equity Ratio / Return on Net Worth	0.01	0.05	Due to fall in earnings on account of lower turnover and increase in expenses
Trade receivables turnover ratio	8.07	9.81	There is no significant change
Trade payables turnover ratio	6.39	7.92	There is no significant change
Net Capital Turnover ratio	(1.98)	(3.59)	Due to decrease in Turnover and increase in current liability on account of increase in short term loans

FORWARD LOOKING STATEMENT

The above Management Discussion and Analysis Report contain “forward looking statement” within the meaning of applicable laws, and regulations and is futuristic in nature. All statements that address expectations or projections about the future, including, but not limited to statements about the Company’s strategy for growth, market position, expenditures and financial results are forward looking statements. The Company’s actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. Investors are requested to make their own independent judgments before taking any investment decisions and the Company assumes no responsibility.

For and on Behalf of the Board of Directors of
Kesar Terminals & Infrastructure Limited

Place: Mumbai
Date: 21.05.2024

Harsh R Kilachand
Executive Chairman
DIN: 00294835

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Governance:

The Company's philosophy on Corporate Governance stresses the importance of transparency, accountability and protection of shareholder interests. The Board oversees periodic review of business plans, monitors performance and ensures compliance of regulatory requirements.

2. Board of Directors:

The Composition of the Board of Directors is in conformity with the stipulation laid down in the Code of Corporate Governance prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI Listing Regulations').

The Board includes individuals with considerable professional expertise from fields like Finance, Legal, Commercial, Business Administration and other related fields, who, not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board.

The Composition and Category of Directors as 31st March, 2024 is follows:

Name of Directors	Category
Shri Harsh Rajnikant Kilachand (DIN:00294835)	Executive Chairman (Promoter)
Shri Rajinder Singh Loona (DIN: 02305074)	Non- executive, Independent Director
Mrs. Nilima Ashok Mansukhani (DIN:06964771)	Non- executive, Independent Director
Shri Jayanto Kumar Devgupta (DIN: 00515391)	Non-executive Director

Board Meetings held and the dates thereof:

During the year, 6 Board Meetings were held & the gap between two consecutive meetings of the Board of Directors of the Company was not more than 120 days. All the meetings of the Board of Directors were held through physical presence and /or video conferencing (VC) facility as per the convenience of the Board of Directors. None of the Directors hold the office of a director in more than the permissible number of Companies under the Companies Act, 2013 ("the Act") or Regulations 25 & 26 of the SEBI Listing Regulations.

Attendance of the Board of Directors in each of the Board Meetings is as follows:

Name of Director	Board Meeting Dates & attendance of Directors					
	1 st 28.04.2023	2 nd 29.05.2023	3 rd 09.08.2023	4 th 04.09.2023	5 th 10.11.2023	6 th 01.02.2024
Shri Harsh Rajnikant Kilachand	✓	✓	✓	✓	✓	✓
Shri Rajinder Singh Loona	✓	✓	✓	✓	✓	✓
Shri Jayanto Kumar Devgupta	✓	✓	X	X	✓	✓
Mrs. Nilima Ashok Mansukhani	✓	✓	✓	✓	✓	✓

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Attendance of each Director at the previous Annual General Meeting held on 27.09.2023 and the number of other Directorships & Chairmanship/ membership of Committees of each Director in various Companies & Shareholding of Directors are as under:

Name of the Directors	Holding in Company's Shares & convertible instruments	Attendance in the previous AGM	No. of Directorships and Committee Membership/ Chairmanship in other listed and unlisted public limited Companies		
			Director ships in other public Companies #	Committee Memberships \$	Committee Chairmanships
Shri Harsh Rajnikant Kilachand	4,98,738	Yes	2	3	Nil
Shri Rajinder Singh Loona	Nil	No	2	4	1
Shri Jayanto Kumar Devgupta	291	Yes	1	1	1
Mrs. Nilima Ashok Mansukhani	NIL	Yes	1	2	1

Notes: #Excludes private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 as per Regulation 26 of the SEBI (LODR) Regulations,2015.

\$Chairmanship and membership of the audit committee and the Stakeholders' Relationship Committee alone is considered as per Regulation 26 of the SEBI (LODR) Regulations,2015.

Name of other equity listed entities where Directors of the Company held Directorships as on 31st March 2024:

Name of Director	Name of Other listed entities in which he is Director	Category of Directorship
Shri Harsh Rajnikant Kilachand	Kesar Enterprises Limited	Chairman & Managing Director
Shri Rajinder Singh Loona	Cupid Limited	Independent Director
Mrs. Nilima Ashok Maansukhani	NIL	N.A.
Shri Jayanto Kumar Devgupta	NIL	N.A.

Skills / Expertise / competencies of the Board of Directors:

The following skills/ expertise/ competencies have been identified by the Board for its effective functioning, and are currently available with the Board along with names of Directors who have such skills / expertise / competence:

Industry knowledge/ experience	Knowledge of Infrastructure & Logistic Industry	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta
	Understanding of laws, rules, regulations and policies applicable to Infrastructure & Logistic Industry	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona
Technical skills/ experience	General business management	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta
	Accounting and finance	Shri Harsh Rajnikant Kilachand Shri Rajinder Singh Loona
	Strategic planning/ business development	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta
	Information Technology	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta

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Behavioural Competencies	Integrity and ethical standards	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona Mrs. Nilima Mansukhani
	Decision making	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona Mrs. Nilima Mansukhani
	Problem solving skills	Shri Harsh Rajnikant Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona Mrs. Nilima Mansukhani

Disclosure by Independent Directors of the Company:

All the Independent Directors of the Company have provided declaration to the Board confirming satisfaction of the conditions of their independence as laid down under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in Listing Regulations and are independent of the management.

Details of Directors being appointed or re-appointed:

Shri Jayanto Kumar Devgupta, Non- executive Director retires by rotation as Director at the ensuing Annual General Meeting.

Shri Rajinder Singh Loona was re- appointed as Independent Director at the 11th Annual General Meeting held on 19th September, 2019 for a second term of five years and accordingly he will hold office up to the conclusion of 16th Annual General Meeting of the Company.

Mrs. Nilima Ashok Mansukhani was re- appointed as Independent director for the second term from 27.09.2023 till 20.05.2028 in the Annual general Meeting held on 27.09.2023.

Inter-se relationships among Directors:

None of the Directors of the Company are related to each other.

Separate Meeting of Independent Directors:

Separate meeting of the Independent Directors of the Company was held on 01st February, 2024 without the presence of the Executive Chairman & Non- Executive Director of the Company. The meeting was attended by all the Independent Directors of the Company to review:

- the Performance of the Non-Independent Directors, performance of the Board as a whole;
- performance of the Chairman taking into account the views of Non-Executive Director; and
- assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Familiarization Program for the Directors:

The Company has a familiarization program for the Directors, including the Independent Directors, with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc. As required under Regulation 46 of the Listing Regulations, the details of the Familiarization Program are disclosed on the website: www.kesarinfra.com/policies.

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3. Board Committees

The Board has constituted the required Committees of Directors with delegation of powers. The Secretary of the Company acts as the Secretary to the Committees. Each Committee has its purposes, goals and responsibilities. These Committees comprise mainly of Independent Directors who as per the terms of reference oversee the Committee's function and executes its duties and responsibilities as prescribed under law. The details of the Committees constituted by the Board are as under:

Audit Committee:

As per Section 177 of the Act & Regulation 18 of the SEBI Listing Regulations, the Company has constituted an Audit Committee.

Composition

The Audit Committee was reconstituted on 08.02.2022. As on 31.03.2024, the Audit Committee comprises of three (3) Directors of whom two (2) are Independent Directors and one (1) is Executive Director. The Committee is Chaired by an Independent Director.

Name of Members	Category	Designation	Attendance At Meetings*
Mrs. Nilima Mansukhani	Independent Director	Chairperson	4/4
Shri Rajinder Singh Loona	Independent Director	Member	4/4
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	4/4

*During the year, FOUR (4) meetings of the Audit Committee were held on **29.05.2023, 09.08.2023, 10.11.2023, and 01.02.2024**. The attendance of the members of the committee is mentioned above. CEO, CFO, Internal Auditors & Statutory Auditors or their Representatives are invited in the Meetings as and when required by the Committee in performance of its duties. The Company Secretary acts as the Secretary of the Audit Committee.

The Company has appointed M/s. S V Shah & Associates, Chartered Accountant as the Internal Auditor of the Company. The reports of the Internal Auditors are placed before the Audit Committee along with the comments of the management on the action taken to remedy any deficiencies that may be observed on the working of the various departments of the Company.

Terms of Reference

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
3. Approval of payment to the Statutory Auditors for any other services rendered by them.
4. Reviewing with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with Listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. modified opinion(s) in the draft audit report.
5. Reviewing, with the Management, the Quarterly Financial Statements before submission to the Board for approval.
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter.

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7. Review and monitor the Auditor's independence and performance, and effectiveness of the audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate Loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing with the Management, the performance of the Statutory and Internal Auditors and adequacy of the internal control system.
13. Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with the Internal Auditors of any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussions with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of the Chief Financial Officer (CFO) (i.e. Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
20. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
22. Such other activities as the Board of Directors may determine from time to time.

Nomination & Remuneration Committee:

As per Section 178 of the Act & Regulation 19 of the SEBI (LODR) Regulations, the Company has constituted/reconstituted Nomination & Remuneration Committee.

Composition

As on 31.03.2024, the Committee comprises of three (3) Directors. Two (2) are Independent Directors and one is Executive Director (Executive Chairman). The Committee is Chaired by an Independent Director. Two (2) meetings of the Committee were held on 29.05.2023 & 10.11.2023.

The composition of the Nomination and Remuneration Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. Majority of the Members of the Committee are Non-Executive Independent Directors.

Name	Category	Designation	Attendance At Meetings
Shri Rajinder Singh Loona	Independent Director	Chairman	2/2
Mrs. Nilima Mansukhani	Independent Director	Member	2/2
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	2/2

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Terms of reference:

- a. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- b. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- c. formulation of criteria for evaluation of performance of independent directors and the board of directors.
- d. devising a policy on diversity of board of directors identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f. recommend to the board, all remuneration, in whatever form, payable to senior management.
- g. Such other activities as the Board of Directors may determine from time to time.

Remuneration Policy for Directors:

Remuneration to Executive Chairman

The Remuneration/ Compensation /Incentive etc to be paid to Executive Chairman shall be governed as per the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the remuneration & incentives to be paid out of the profit of the Company to the Executive Chairman.

Remuneration to Non- Executive / Independent Director:

The Non-Executive / Independent Director may receive compensation/ commission as per the provisions of the Companies Act, 2013. The Company pays sitting fees of ₹ 35,000 per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of committees of the Board. The Company also pays commission to the Non-Executive Directors within the ceiling of 1 percent of the net profits of the Company as computed under the applicable provisions of the Act, with the approval of the members. The said commission is decided each year by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee.

Remuneration of Executive Director:

Shri Harsh Rajnikant Kilachand was re-appointed, as Executive Chairman of the Company for a period of 3 (Three) years commencing from 20th December, 2023 to 19th December, 2026 by a Special Resolution passed through postal ballot on 16th December, 2023. The details of the remuneration paid in the financial year 2023-24 is as below:

(₹ In Lakhs)

Name	Salary (Fixed)	Contribution to PF	Perquisites	Incentive paid for the FY 2023-24	Total
Harsh Rajnikant Kilachand, Executive Chairman	105.41	5.49	0	0	110.90

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The details of the remuneration paid to the Independent Directors/Non-executive Directors for the financial year 2023-24 are as below:

(₹ In Lakhs)

Name of the Director	For the year ended 31st March 2024		Total
	Director`s Sitting fees	Commission paid	
Shri Rajinder Singh Loona	5.25	-	5.25
Mrs. Nilima Ashok Mansukhani	5.25	-	5.25
Shri Jayanto Kumar Devgupta	1.75	-	1.75

Performance evaluation of Directors and criteria for Independent Directors

The Board carried out the evaluation of the performance of the Board and Committees of the Board. Further, in accordance with Schedule IV of the Companies Act, 2013 and the SEBI Listing Regulations, performance evaluation of the Independent Directors was done by the entire Board excluding the Director being evaluated and included the performance of the Directors and fulfilment of the independence criteria and their independence from the management. Feedback was sought from each Director by way of structured questionnaires, based on criteria approved by the Nomination and Remuneration Committee, for evaluation of performance of the Board, Committees of Board and Individual Directors. The Directors expressed their satisfaction with the evaluation process.

Stakeholders' Relationship Committee:

As per Section 178 of the Act & Regulation 20 of the SEBI (LODR) Regulations, the Company has constituted Stakeholders' Relationship Committee.

Composition

The Stakeholders' Relationship Committee was reconstituted on 08.11.2022. Shri Rajinder Singh Loona was appointed as the Chairman of the committee w.e.f. 08.02.2022.

This Committee has been constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc. The Chairman of the Committee is Non- executive Independent Director.

The Stakeholders' Relationship Committee comprises of:

Name	Category	Designation	Attendance At Meetings*
Shri Rajinder Singh Loona	Independent Director	Chairman	1/1
Mrs. Nilima Ashok Mansukhani	Independent Director	Member	1/1
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	1/1

The function of the Stakeholders' Relationship Committee is to strengthen the investor relations. The Committee looks into redressal of shareholders complaints and proper and timely attendance on the investor's grievances. The key responsibilities of the Committee are to look into: -

- (1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, nonreceipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

*During the financial year ended 31.03.2024, One (1) meeting of the Stakeholders' Relationship Committee was held on 01.02.2024.

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During the year ended 31.03.2024, the Company had received One(1) complaint / grievance, which was resolved. No complaint/ grievance was pending as on 31.03.2024.

Mrs. Sarika Singh, Company Secretary was the Compliance Officer of the Company as on 31.03.2024.

The Chairman of the Stakeholders' Relationship Committee, Shri Rajinder Singh Loona was not present in the Annual General Meeting of the Company held on 27th September, 2023 as he was travelling, he had authorised Shri Harsh Kilachand Executive Chairman to answer shareholders queries at the AGM.

Share Transfer Committee

In addition to the Stakeholders' Relationship Committee, the Board has constituted another committee referred as the Share Transfer Committee comprising of members from the senior management to approve the transfer/transmission/demat etc. of equity shares of the Company. The Committee has been reconstituted on 08.02.2022. The members of the Share Transfer Committee are Shri Harsh Rajnikant Kilachand, Executive Chairman, Shri Vipul Doshi, Chief Financial Officer and Mrs. Sarika Singh, Company Secretary. There were 6 (Six) meetings held during the year ended 31st March, 2024 on 27.06.2023, 13.10.2023, 09.11.2023, 24.11.2023, 05.02.2024 & 08.02.2024. There are no pending share transfers as on 31.03.2024.

Corporate Social Responsibility ("CSR") Committee:

As the Company meets with one of the criteria of Section 135(1) of the Companies Act 2013, it has constituted/reconstituted a CSR Committee. The composition of the CSR Committee is as below:

Name of the Committee members	Category	Designation	Attendance At Meetings*
Shri Jayanto Kumar Devgupta	Non- Executive Director	Chairman	1/1
Shri Rajinder Singh Loona	Independent Director	Member	1/1
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	1/1
Mrs. Nilima Ashok Mansukhani	Independent Director	Member	1/1

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act and recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy and Annual Action plan on CSR. Terms of reference of CSR committee specified below:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- monitor the implementation & adherence to Corporate Social Responsibility Policy of the company from time to time.
- ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.
- Such other activities as the Board of Directors may determine from time to time.

The Company has formulated the CSR policy, which is uploaded on the website: www.kesarinfra.com/policies.

*During the year, one (1) meeting of the CSR committee was held on 01.02.2024.

Senior Management:

Particulars of the Senior Management including the changes therein since the close of the previous financial year as follows:

Sr. No.	Name of the Senior Management	Designation	Remarks
1.	Shri Vipul Doshi	Chief Financial Officer	-
2.	Shri Debasi Bhattacharya	Chief Executive Officer	Resigned w.e.f. 04.10.2023
3.	Shri Rajiv Nigam	Assistant Vice President – Technical, Projects & Commercial	Appointed w.e.f.31.08.2023
4.	Shri Nitin Bhoyar	Terminal Head	Appointed w.e.f.04.09.2023
5.	Mrs. Sarika Singh	Company Secretary & Compliance Officer	-
6.	Shri Sanjeev Parashar	Terminal Head	Resigned w.e.f. 21.08.2023

KESAR TERMINALS & INFRASTRUCTURE LIMITED

4. General Body Meetings:

i. Location and time where the last three Annual General Meetings were held:

AGM	Financial Year Ended	Date	Location	Time	Particulars of Special Resolution Passed
15 th	31.03.2023	27.09.2023	Meeting conducted Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	3:00 pm	(a) Reappointment of Mrs. Nilima Ashok Mansukhani as Independent Director (b) Continuation of Directorship by Shri Jayanto Kumar Devgupta as Non-Executive Director
14 th	31.03.2022	13.09.2022	Meeting conducted Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	3:00 p.m.	None
13 th	31.03.2021	24.08.2021	Meeting conducted Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	3:30 p.m.	None

ii. **Postal Ballot:** The details of Special Business transacted through postal ballot during the financial year 2023-24 are as follows:

Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company

Approval of shareholders was sought vide Ordinary Resolution for Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company. M/s. Dhrumil M Shah & Co. LLP, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the Remote E-voting process in a fair and transparent manner. The results of the postal ballot were declared on 19th December, 2023. The same was uploaded on the website of the BSE limited & website of the Company at www.kesarinfra.com.

Procedure adopted for Postal Ballot

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 had sent the Postal Ballot Notice in electronic form only on 16th November, 2023 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. M/s. Link Intime India Pvt. Ltd ("RTA"), had provided remote e-voting facility to the Members.

The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the depositories/Link Intime India Private Limited, Company's Registrar and Share Transfer Agent. The Company also published notice in the newspapers declaring the details of completion of dispatch, e-voting details and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by the Institute of Company Secretaries of India. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date.

The scrutinizer submitted his report to the Company Secretary & the consolidated voting results of voting by postal ballot were announced on 19th December, 2023. 99.97% of votes were cast in favour & 0.03% were cast against the said resolution.

iii. **Means of communication:**

Quarterly, half-yearly and annual financial results are regularly submitted to the Stock Exchanges in accordance with the SEBI Listing Regulations and are also published in the "Free Press Journal" in English and "Navshakti" in Marathi newspapers. Quarterly, half-yearly and annual financial results are also uploaded on the website of the Company www.kesarinfra.com. There were no presentations / call made to the analysts or institutional investors during the year under review.

Annual Report 2023-2024

5. General Shareholder information:

a.	Annual General Meeting		Particulars
	Day	:	Wednesday
	Date	:	August 21, 2024
	Time	:	3:00 p.m.
	Venue		through Video Conferencing / Other Audio-Visual Means as set out in the Notice convening the 16th Annual General Meeting.
	Cut-off date for E-voting		Wednesday, August 14, 2024
	E-voting dates		Sunday, August 18, 2024 at 9:00 a.m. to Tuesday, August 20, 2024 at 5.00 p.m.
b.	Financial Year Reported	:	1st April, 2023 to 31st March, 2024
c.	Dividend Payment Date	:	NA
d.	Listing on stock exchange		BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. The Company had paid Annual Listing fees due to BSE for the financial year 2023-24.
e.	Stock Exchange Code Number	:	BSE Scrip Code: 533289
f.	Registrar & transfer agents		Link Intime India Pvt. Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai- 400083. email: rnt.helpdesk@linkintime.co.in . Telephone Number: 022-4918 6270. Fax Number 022-4918 6060 Website: www.linkintime.co.in
g.	Date of Book Closure	:	Wednesday, August 14, 2024 to Wednesday, August 21, 2024 (both days inclusive)
h.	Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity: The Company has not issued any GDRs / ADRs / warrants or any other convertible instruments.		
i.	Commodity price risk or foreign exchange risk and hedging activities: NIL		
j.	Next Financial Year ending	:	31 st March, 2025
k.	Next Annual General Meeting	:	By 30 th September, 2025
l.	ISIN	:	INE096L01025
	Annual Custodial Fees of the Equity Shares for the FY 2023-24 have been paid to the depositories viz. NSDL and CDSL.		
m.	Credit Rating	:	NIL
n.	Disclosure with respect to demat suspense account/ unclaimed suspense/c	:	IN301330 41337263 Kesar Terminals and Infrastructure Limited Suspense Escrow Demat Account No of Equity Share in Suspense Escrow Demat Account as on 31.03.2024 is 219 Equity Shares
o.	Plant Locations	:	Terminals I & II at Kandla, Gujarat.
Contact Details for Correspondence			
p.	Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai- 400083. email: rnt.helpdesk@linkintime.co.in . Telephone Number 022-4918 6270. Fax Number 022-4918 6060, Website: www.linkintime.co.in Contact Person: Mr. Advit Shetty Email: advit.shetty@linkintime.co.in		Kesar Terminals & infrastructure Limited Registered Office Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. email: headoffice@kesarinfra.com , website: www.kesarinfra.com . Contact person. Mr. Vipul Doshi, Chief Financial Officer Email: vipul@kesarindia.com

KESAR TERMINALS & INFRASTRUCTURE LIMITED

6. Share Transfer System:

All transfer, transmission or transposition of shares, are conducted in accordance with the provisions of Regulation 40 & Schedule VII of the SEBI Listing Regulations, read together with relevant SEBI Circulars.

In terms of the SEBI Listing Regulations, securities of the Company can only be transferred in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD_RTAMB/P/ CIR/2022/8 dated January 24, 2022, mandated all the listed companies to issue securities in dematerialised form only, while processes the service request for issue of duplicate securities certificates, renewal/ exchange of securities certificate, claim from Unclaimed Suspense Account, endorsement, sub-division/ splitting of securities certificate, consolidation of folios, transmission and transposition.

Members in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

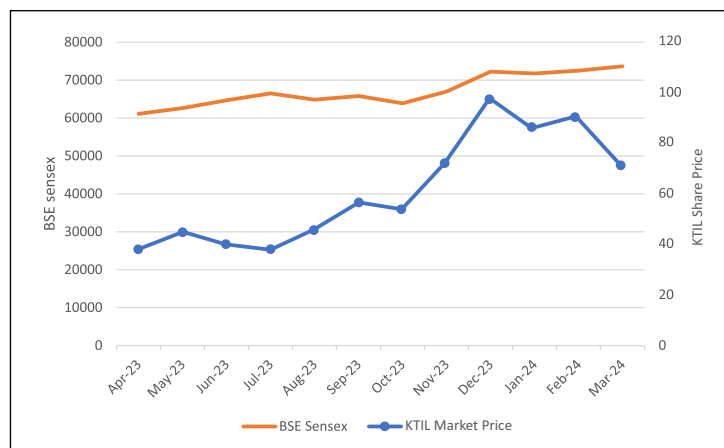
Shareholders should communicate with RTA, quoting their folio number or DPID and Client ID number, for any queries on their securities holding.

7. The monthly high/low quotation of shares traded on BSE Limited is as follows:

Month	BSE		Months	BSE	
	High	Low		High	Low
April, 2023	38.73	30.12	October, 2023	60.00	50.35
May, 2023	51.35	37.02	November, 2023	72.24	51.00
June, 2023	46.49	40.20	December, 2023	106.00	74.06
July, 2023	42.60	37.20	January, 2024	99.88	86.49
August, 2023	52.90	37.50	February, 2024	95.00	76.01
September, 2023	62.61	43.00	March, 2024	91.95	70.00

Performance of the share Price of the Company in comparison to the BSE Sensex:

Month	BSE – Closing	Sensex Closing	Month	BSE – Closing	Sensex Closing
Apr-23	38.73	61,112.44	Oct-23	54.39	63,874.93
May-23	45.57	62,622.24	Nov-23	72.24	66,988.44
Jun-23	40.50	64,718.56	Dec-23	97.24	72,240.26
Jul-23	38.59	66,527.67	Jan-24	86.49	71,752.11
Aug-23	46.00	64,831.41	Feb-24	90.14	72,500.30
Sep-23	56.97	65,828.41	Mar-24	71.50	73,651.35



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Distribution of equity shareholding as on 31st March, 2024:

Number of Shares	Number of Shareholders		Shares held	
	Number	%	Number	%
UPTO TO 100	2937	52.900	111447	1.020
101 TO 200	876	15.778	131349	1.202
201 TO 500	877	15.796	290213	2.656
501 TO 1000	393	7.079	293957	2.690
1001 TO 5000	362	6.520	766692	7.017
5001 TO 10000	49	0.883	359736	3.292
10001 TO 100000	45	0.811	1168908	10.698
100001 TO ABOVE	13	0.234	7804173	71.424
Total	5552	100.000	10926475	100.000

Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories.

Shares held in	F.Y 2023-24	%	F.Y 2022-23	%
Physical form	136754	1.25	164700	1.51
Electronic form with NSDL	9178210	84.00	9373776	85.79
Electronic form with CDSL	1611511	14.75	1387999	12.70
Total	10926475	100	10926475	100

The Company's shares are traded on BSE Limited (BSE).

8. Categories of Shareholders as on 31st March, 2024:

About 98.75% of the total shareholding in the Company representing 1,07,89,721 shares are held in dematerialized form.

A.	Category of Shareholder	F.Y 2023-24		F.Y 2022-23	
		No of Shares	%	No of Shares	%
a.	Individual / HUF	1820369	16.66	1820369	16.66
b.	Bodies Corporate	4858553	44.47	4858553	44.47
	Total Shareholding Promoter & Group Total (A)	6678922	61.13	6678922	61.13
B1	Public Shareholding – Institutions	-	-	-	-
a.	Mutual Funds	5	0.00	75	0.00
b.	Financial Institutions / Banks	1338	0.01	1387	0.01
c.	Central Government/	-	-	-	-
d.	Insurance Companies	266462	2.44	527196	4.82
	Sub-Total-B(I)	267805	2.45	528658	4.84
B.2	Non-Institutions				
a.	Individual Shareholders (share capital up to ₹ 2 lakhs)	2200672	20.14	2375097	21.74
b.	Individual Shareholders share capital above ₹ 2 lakhs)	909415	8.32	379616	3.47
	Others				
c.	IEPF	113821	1.04	108513	0.99
d.	Hindu Undivided Family	202174	1.85	195479	1.79

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e.	Non-Resident Indians (Repat & Non-Repat)	77211	0.71	97761	0.89
f.	Independent Director/ Non Independent (Non promoter)	436	0.00	436	0.00
g.	Clearing Member/others	730	0.01	1478	0.01
h.	Bodies Corporate (Body Corp-Ltd Liability Partnership)	474288	4.34	560515	5.13
	Sub-Total-B (2)	3979748	36.42	3718895	34.05
	Total public shareholding (B)=B(1)+B(2)	4247553	38.87	4247553	38.87
	Total (A+B)	1,09,26,475	100.0	1,09,26,475	100.0

9. Other Disclosures:

- **Related Party Transactions:** All transactions entered into during the financial year 2023-24 with related Parties as defined under the Companies Act and the SEBI Listing Regulations were in the ordinary course of business and on an arm's length basis.

The Material Related Party transactions, as per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not entered during the year by the Company. The Company has given in the notes to accounts, a list of related parties as per Indian Accounting Standard 24 and the transactions entered into with them. The Board has a policy on related party transactions in place and the same is available on the Company's website i.e. www.kesarinfra.com.

- **Penalties, strictures imposed:** the BSE limited has imposed penalty for delay in submission of audited financial results for the quarter & year ended 31st March, 2022. The delay was for the period of 52 days. The Company had paid the fine of ₹ 1,50,000/- (One Lakh fifty Thousand only) to BSE limited.

Further, during the financial year 2023-24, there was also delay in the submission of the results of the postal ballot in XBRL format, though the Company had submitted the same in PDF. BSE imposed fine of ₹ 11,800. The said fine was paid by the Company.

Except for the above, no other penalties/strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other authority on any matter relating to capital markets during the last three years.

- **Whistle Blower Policy / Vigil Mechanism:** The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained while dealing with concerns and that no discrimination will be meted out to any person for a genuinely raised concern. We confirm that during the financial year 2023-24, no employee of the Company was denied access to the Audit Committee. The said policy has been uploaded on the website of the Company: www.kesarinfra.com/policies.
- **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web-based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online. No complaints were received through Scores in the period under review.
- **Subsidiary:** The Company has Kesar Multimodal Logistics Limited ("KMLL") wholly owned Material subsidiary incorporated on 30.09.2011 in Mumbai having warehouse at Power Kheda, Hoshangabad. M/s. JMT & Associates are the Statutory Auditors of KMLL appointed in the Annual General Meeting held on 24.08.2021 from 01.04.2021 till 31.03.2026. The Audit Committee reviews the significant issues, including financial statements pertaining to the subsidiary company Kesar Multimodal Logistics Ltd ("KMLL"). The performance of subsidiary is also reviewed by the Board periodically. The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link <https://www.kesarinfra.com/policies>.
- **Certificate from Practising Company Secretary:** Certificate as required under Part C of Schedule V of Listing Regulations received from M/s. Dhruvil M Shah & Co. LLP., Practising Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI / Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at its meeting held on 21st May, 2024. The Certificate is annexed to this corporate governance report.

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- **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** No complaint has been received in the financial year 2023-24.
- **Commodity price risks and commodity hedging activities:** The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.
- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** The Company has not raised any funds during the period under review.
- **Disclosure by the Company and its Subsidiaries of 'Loans and Advances' in the nature of Loans to Firms / Companies in which Directors are Interested by name and Amount':** No loans and advances were given to firms/company in which directors are interested.
- **Certification of Executive Chairman & Chief Financial Officer:** The requisite certification from the Executive Chairman and Chief Financial Officer (CFO) certifying inter- alia that the Financial Statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs, as required under Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors of the Company and annexed to this report.
- The Company has complied with all applicable mandatory requirements of the SEBI (LODR) Regulations 2015. A certificate from M/s. Dhruvil M Shah & Co. LLP., Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated there under is annexed to this Report.
- All the requirements of corporate governance report of sub paragraphs (2) to (10) Para C of Schedule V of the Listing Regulations has been duly complied with.
- The Company follows the Indian Accounting Standards (IND-AS) specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company has not adopted a treatment different from that prescribed in the aforesaid Indian Accounting Standards, in the preparation of financial statements, except for as disclosed in the said financial statements.
- **Recommendations of Committees to the Board:** There were no instances during the financial year 2023-24 wherein the Board had not accepted recommendations made by any Committee of the Board.
- Declaration signed by Shri Harsh R. Kilachand, the Executive Chairman (DIN:00294835) stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management, is annexed to this Report.
- In compliance of the discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015, the Internal Auditors of the Company report to the Audit Committee of the Board of Directors.

10. Total fees paid to Statutory Auditors of the Company:

Total fees paid for all services by Kesar Terminals & Infrastructure Ltd (KTIL) to M/s. Chandabhoy & Jassoobhoy, Statutory Auditor for the FY 2023-24:

Particulars	Amount (₹ in lakh)
Audit fees	9.00
Towards Consultancy	0
Other Fees paid to firms in the network entity of which Auditors are part of	0
Total	9.00

11. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Shareholders, who have not encashed their dividend warrants in respect of the dividend declared for the financial year 2016-17 onwards, are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA - Link Intime India Private Limited at the address mentioned in this report.

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The details of declared dividends are as under:

Date of declaration	For the Financial Year	Rate of Dividend	Due date of transfer to IEPF
12.09.2017	2016-2017	Final@10%	19-10-2024
27.09.2018	2017-2018	Final@20%	03-11-2025
19.09.2019	2018-2019	Final@20%	25-10-2026
12.03.2020	2019-2020	Interim@25%	18-04-2027
24.08.2021	2020-2021	Final@30%	30-09-2028

Furthermore, the IEPF Rules mandate companies to transfer shares of shareholders whose dividend amounts remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of shares. Thereafter, the shareholders will not be able to get the same from the Company.

The details of unclaimed dividends and shares transferred to IEPF during FY 2023-24 are as follows:

Financial Year	Amount of unclaimed Dividend Transferred	No. of Shares transferred
2015-16	₹ 75,952	5308

The members whose shares and/or dividend had been transferred to IEPF may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website: www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

12. Disclosure with respect to Suspense Escrow Demat Account

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. as on 01.04.2023	Nil
Number of shareholders whose shares were transferred to suspense account during the year	2 (219 shares)
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on 31.03.2024	2 (219 shares)

Voting rights on the shares lying in suspense account shall remain frozen till the rightful owner of shares claims the shares.

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Executive Chairman and CFO certification

The Board of Directors Kesar Terminals & Infrastructure Limited

We, Harsh R Kilachand, Executive Chairman and Vipul Doshi, Chief Financial Officer of Kesar Terminals & Infrastructure Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and;
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. During the year, we have indicated to the auditors and the Audit committee:
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud if any that we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Kesar Terminals & Infrastructure Limited**

Harsh R Kilachand
Executive Chairman
DIN: 00294835

Vipul Doshi
Chief Financial Officer

Place: Mumbai
Date: 21.05.2024

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Kesar Terminals & Infrastructure Limited
Oriental House, 7 Jamshedji Tata Road,
Churchgate, Mumbai – 400020.

We have examined all the relevant records of **Kesar Terminals & Infrastructure Limited** having CIN: L45203MH2008PLC178061 (hereinafter referred to as “**the Company**”) for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for the year ended **March 31, 2024**.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Place: Mumbai
Date: 21st May 2024

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F000411468

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DECLARATION

Declaration under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

I hereby confirm that the Company has obtained from all the Members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for Directors and Management Personnel during the Financial Year 2023-24.

Place: Mumbai
Date: 21st May 2024

Harsh R Kilachand
Executive Chairman
DIN: 00294835

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Kesar Terminals & Infrastructure Limited
Oriental House, 7 Jamshedji Tata Road,
Churchgate, Mumbai – 400020.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Kesar Terminals & Infrastructure Limited** having **CIN: L45203MH2008PLC178061** and having registered office at Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai 400020 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Harsh Rajnikant Kilachand ¹	00294835	20/12/2017
2.	Mr. Rajinder Singh Loona	02305074	01/06/2010
3.	Mr. Jayanto Kumar Devgupta	00515391	22/05/2014
4.	Ms. Nilima Ashok Mansukhani ²	06964771	21/05/2018

1. Shri Harsh Rajnikant Kilachand Executive Chairman of the Company has been reappointed by Ordinary Resolution passed by Shareholders through Postal Ballot on 16th December, 2023 from 20.12.2023 till 19.12.2026
2. Re-appointment of Mrs. Nilima Ashok Mansukhani as an Independent Director on the Board of Directors ("Board") of the Company for the second term of 5 (five) consecutive years ending on 20th May, 2028, was approved by the shareholders at the 15th Annual General Meeting ("AGM") held on 27th September, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhrumil M. Shah
Partner

FCS 8021 | CP 8978
UDIN: F008021F000411358

Place: Mumbai
Date: 21st May 2024

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INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Terminals and Infrastructure Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying standalone Ind AS financial statements of Kesar Terminals and Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the standalone Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters mentioned in the Basis for Qualified Opinion section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the state of affairs of the Company as at March 31, 2024, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. We draw attention to Note 34(a) of the standalone Ind AS financial statements in respect of defaults in repayment of borrowings to the lenders by Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company. As stated in the note, the total outstanding loans (including interest) availed by KMLL from Banks as at 31.03.2024 is ₹ 20,325.37 Lakhs. In view of defaults, lenders of KMLL had initiated Insolvency and Bankruptcy Code, 2016 (IBC) proceedings against the company being a corporate guarantor which have been subsequently withdrawn pursuant to the sanction of OTS (One Time settlement) by the lenders of KMLL. As stated in the note, KMLL has made part payments towards the OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 20.12.2023 against KMLL and KMLL has filed its reply to the Company Petition and the same is kept for hearing on 04.06.2024. Another lender of KMLL has also filed a Company Petition with NCLT under IBC on 24.01.2024 against the Company and also against KMLL. The same is yet to come up for hearing. KMLL is seeking more time from the lenders for repayment of OTS dues. However, pending outcome of the above, the Company has made no provision against liability that may arise, if any, on account of invocation of the corporate guarantee w.r.t. pending repayment obligations by KMLL towards the lenders.
- b. We draw attention to Note 34(b) of the standalone Ind AS financial statements with regard to Company's investment in and loans to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company, aggregating ₹ 9,803.04 lakhs and ₹ 6,201.83 lakhs respectively as at March 31, 2024. As stated in the said note, KMLL has incurred substantial losses till current year and the net worth of KMLL as at March 31, 2024 has been fully eroded. In view of the huge losses in KMLL and pendency of (IBC) proceedings, during the year ended 31.03.2022, the management as prudent accounting practice, had made the provision for impairment of loans and Investments of ₹ 6,858.33 lakhs @ 50% of the total loans and investments outstanding as on 31.03.2022. The management has taken a decision not to book the notional interest income as per IND AS on investments in KMLL (0% preference shares and Interest free Unsecured Loans) and as such the notional commission on corporate guarantee given on loans taken by KMLL w.e.f. 01.04.2021. Further, the Company has taken its Shareholders approval to enable the proposed divestment of the equity and preference shares of KMLL. In this respect, the Company has signed an SSPA (Shares Subscription and Purchase Agreement) with the DP World Multimodal Logistics Private Limited (Acquirer). The completion of SSPA is subject to the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities as detailed in SSPA. The present Long stop date of the SSPA is 31.07.2024. As stated in the note, the management will consider a final call of further provisions / write off/write back of its carrying value of investments and loans in KMLL once the proposed divestment is concluded. The above will have an impact on the profit and carrying values of these investments and loans.
- c. We draw attention to Note 33 of the standalone Ind AS financial statements in respect of litigation with the Deendayal Port Trust (DPT) (formerly known as Kandla Port Trust (KPT)) in respect of their demand of transfer / upfront fees for change in the name and increase in lease rent on account of revision of rates for the leasehold lands and renewal of the said leases. As stated in Note, the Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat against the demand raised by the DPT. Further, since the lease period is expired, the Company

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had filed LPA/SCA for the renewal of the said lease. The Hon'ble Gujarat High Court has dismissed the LPA / SCA filed by the Company and the Company has filed a Special Leave Petition (SLP) in the Hon'ble Supreme Court of India against the order of the Hon'ble Gujarat High Court. However, pending the decision of Hon'ble Supreme Court of India, no provision/adjustments have been made in the standalone Ind AS financial statements in respect of said incremental liability or any impact on the leased assets recognised being the same currently not ascertainable and accordingly depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Company as well as the right to use lease assets recognized by the Company.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period.

These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other than the matters described in the Basis for Qualified Opinion section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Management Discussion and Analysis Report and Corporate Governance Report but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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In preparing the standalone Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report that:
 - a. We have sought and except for the possible effects of the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended except as otherwise stated in para (a) of the Basis of Qualified Opinion section of this report with regard to the impairment of non-current investment in and other non-current loan to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company (IND AS 36 – Impairment of Assets);
 - e. The matters described under the Basis for Qualified Opinion section of our report, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of the written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act;
 - g. With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
 - i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the details of pending litigations in its standalone Ind AS financial statements - Refer Note 33 and 34 to the standalone Ind AS financial statements. However, as stated in the said notes, the impact of the above on financial statements of the Company cannot be ascertained at present;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that

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the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented, that, to the best of it’s knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- (v) The Company has not declared or paid any dividend during the year.
- (vi) On the basis of information and explanations given to us and based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W**

**Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 24102580BKCJEX4749**

**Place: Mumbai
Date: May 21, 2024**

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals and Infrastructure Limited on the standalone Ind AS financial statements for the year ended March 31, 2024]

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable interval and no material discrepancies were noticed on verification between the physical assets and the book records. In our opinion, the frequency of verification of Property, Plant and Equipment is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- The leasehold lands have been transferred from Kesar Enterprises Limited to the Company on account of scheme of demerger sanctioned by Hon'ble High Court of Bombay. However, Deendayal Port Trust has raised a demand towards transfer/upfront fees for which Company had filed a Letter Patent Appeal (LPA)/ Special Civil Application (SCA) in Hon'ble High Court of Gujarat against the demand raised by the DPT. Further, for certain portion of leasehold land where the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. However, vide Order dated 06.05.2022, the SCA and LCA filed by the Company has been dismissed by the Hon'ble High Court of Gujarat. The Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. Also Refer Note no. 33 of the standalone Ind AS financial statements.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable and procedures and coverage as followed by management were appropriate. As informed to us, no discrepancies were noticed on verification carried out during the year between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. Hence, clause 3(ii) (b) of the Order is not applicable to the Company during the year.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has provided following loans or provided advances in the nature of loans, or stood guarantee, or provided security during the year: -

(₹ in Lakhs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided / renewed during the year				
- Subsidiaries			759.90	
- Others			5.17	

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Particulars	Guarantees	Security	Loans	Advances in nature of loans
Balance Outstanding as at balance sheet date in respect of above cases	10,811.00			
- Subsidiaries	(Also Refer Note 33 and 34 of the standalone Ind AS financial statements)		6201.83	
- Others			3.62	

- (b) According to the information and explanations given to us, investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided during the year are not prejudicial to the Company's interest.
- (c) According to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and interest has been stipulated. The loans given to wholly owned subsidiary are interest free. Loans aggregating to ₹ 1,313.90 lakhs given to wholly owned subsidiary have not been repaid and are overdue as at March 31, 2024.
- (d) Loans aggregating to ₹ 1,313.90 lakhs given to wholly owned subsidiary are overdue as at March 31, 2024 of which loans aggregating to ₹ 1,144.50 lakhs are overdue for more than ninety days. No steps have been taken for the recovery of overdue amounts in view of the wholly owned subsidiary company to whom the loans are granted has incurred losses and has also defaulted in repayment of its borrowings from banks. Also refer Note 34 of the financial statements.
- (e) According to the information and explanations given to us, the Company has not renewed any loans which have fallen due during the year and no fresh loans were granted to settle the overdues of existing loans to the same parties.
- (f) According to the information and explanations given to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of sections 185 and 186 of the Companies Act.
- (v) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and hence the directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been generally regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other applicable statutory dues to the appropriate authorities during the year. According to the information and explanations given to us, there are no material undisputed statutory dues outstanding as at March 31, 2024 for a period of more than six months from the date they became payable except ₹ 179.85 lakhs in respect of income tax payable for the financial year 2022-23.
- (b) According to the information and explanations given to us, there are no material statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute as at March 31, 2024 except as under:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks
Income Tax Act, 1961	Income Tax	7.92	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)	-

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks
Income Tax Act, 1961	Income Tax	142.26	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)	-
Income Tax Act, 1961	Income Tax	15.61	Assessment Year 2014-15	Commissioner of Income Tax (Appeals)	-
Income Tax Act, 1961	Income Tax	21.82	Assessment Year 2017-18	Commissioner of Income Tax (Appeals)	-

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no such transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to the lenders except that the Corporate guarantee given by the Company towards borrowings availed by Company's wholly owned subsidiary Company has been invoked by the bank. Also refer Note 34 to the standalone Ind AS financial statements.
- (b) According to the information and explanations given to us, the Company is not declared as wilful defaulter by any banks or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilised the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, the funds raised on short term basis have not been utilized for long term purposes by the Company during the year.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has taken funds from following entity on account of or to meet the obligations of its subsidiaries as per details below :

Nature of the fund taken	Name of the lender	Amount involved (₹ in lakhs)	Name of the entity	Relationship	Nature of Transaction for which funds utilized
Short term Loan	KLJ Resources Ltd.	400.00	Kesar Multimodal Logistics Limited	Wholly owned Subsidiary	Utilised for repayment of loans to subsidiary's lenders

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) According to the information and explanations given to us and on the basis of the records of the Company examined by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, Clause 3(x)(a) of the Order is not applicable to the Company during the year.
- (b) According to the information and explanations given to us and on the basis of the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (xi) (a) Based on the audit procedures performed and the information and explanations given by the management, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors during the year in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

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- (c) According to the information and explanations given to us, no whistle blower complaints have been received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Hence Clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has internal audit system commensurate with size and nature of its business.
- (b) The reports of the internal auditors for the period under audit were considered by us while framing our opinion on the financial statements of the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year.
- (xvi) (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Clause 3(xvi)(b) of the Order is, therefore, not applicable to the Company.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us, the Company does not have any CIC as a part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and further based on our examination of the records of the Company, except for the possible effects of the matters mentioned in the Basis for Qualified Opinion section of our report, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company.
- We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts in respect of any ongoing projects or other than any ongoing projects as specified in section 135 of the Companies Act. Hence, clause xx (a) and (b) of the order are not applicable to the Company for the year.

**For Chandabhoj & Jassoobhoj
Chartered Accountants
Firm Registration No. 101647W**

**Bhupendra T. Nagda
Partner**

**Membership No. 102580
UDIN: 24102580BKCJEX4749**

**Place: Mumbai
Date: May 21, 2024**

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals and Infrastructure Limited on the standalone Ind AS financial statements for the year ended March 31, 2024]

Report on the Internal Financial Controls with reference to the standalone Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone Ind AS financial statements of Kesar Terminals and Infrastructure Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

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Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024 based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W**

**Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 24102580BKCJEX4749**

**Place: Mumbai
Date: May 21, 2024**

KESAR TERMINALS & INFRASTRUCTURE LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2024

PARTICULARS	Note No.	As at 31st March 2024	(₹ In Lakhs) As at 31st March 2023
I. ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	2,271.88	2,433.95
(b) Capital work in progress	2	8.60	8.60
(c) Right to Use - Lease Assets	2	4,450.12	4,615.12
(d) Intangible assets	2	-	0.83
(e) Financial assets			
(i) Investments	3	6,858.39	6,858.39
(ii) Loans	4	2,288.84	853.69
(iii) Others	5	41.45	36.96
(f) Deferred tax assets (net)	6	210.75	125.94
2 Current assets			
(a) Inventories	7	5.57	5.70
(b) Financial assets			
(i) Investments	8	-	101.25
(ii) Trade receivables	9	329.83	410.02
(iii) Cash and cash equivalents	10	266.25	97.62
(iv) Bank balances other than cash and cash equivalents	11	10.82	17.92
(v) Loans	12	2.98	676.12
(vi) Others	13	200.00	-
(c) Other current assets	14	42.33	40.85
TOTAL		16,987.81	16,282.96
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	15	546.32	546.32
(b) Other equity	16	8,355.39	8,302.14
2 Liabilities			
A Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	14.75	40.16
(ii) Lease Liabilities	18	5,251.95	4,864.66
(b) Provisions	19	72.79	52.00
B Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	575.41	28.97
(ii) Lease Liabilities	21	1,543.42	2,046.76
(iii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	22	1.86	1.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	22	208.54	68.24
(iv) Other financial liabilities	23	71.64	94.64
(b) Other current liabilities	24	114.75	71.56
(c) Provisions	25	58.79	48.57
(d) Current tax liabilities (net)	26	172.20	117.62
TOTAL		16,987.81	16,282.96
Material accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements

**As per our report of even date attached
For and on behalf of**

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place :- Mumbai
Date:- May 21, 2024

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place :- Mumbai
Date:- May 21, 2024

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

Annual Report 2023-2024

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

PARTICULARS	Note No.	₹ In Lakhs	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
I. Revenue:			
Income from operations	27	2,986.54	3,349.65
Other income	28	64.64	22.66
Total Income		3,051.18	3,372.31
II. Expenses:			
Employee benefits expense	29	907.77	895.58
Finance cost	30	742.66	741.91
Depreciation and amortisation expense	2	336.72	366.01
Other expenses	31	935.05	770.98
Total Expenses		2,922.20	2,774.48
III. Profit before tax (I-II)		128.98	597.83
IV. Tax expense:			
(a) Current tax		120.00	263.00
(b) Deferred tax		(78.15)	(94.10)
(c) Short provision of earlier years		17.71	1.10
V. Profit for the year (III-IV)		69.42	427.83
VI Other comprehensive income			
A Items that will not be reclassified to profit or loss			
(i) Measurements of defined employee benefit plans		(22.81)	(3.10)
(ii) Income tax relating to items that will not be reclassified to profit or loss		6.64	0.90
B (i) Items that will be reclassified to profit or loss.		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss.		-	-
Total Other comprehensive income		(16.17)	(2.20)
VII Total comprehensive income for the year (V + VI)		53.25	425.63
VIII Earnings per equity share of ₹ 5 each ;	47		
Basic (₹)		0.64	3.92
Diluted (₹)		0.64	3.92
Material accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place :- Mumbai
Date:- May 21, 2024

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place :- Mumbai
Date:- May 21, 2024

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

KESAR TERMINALS & INFRASTRUCTURE LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

PARTICULARS	For the year ended 31st March, 2024	(₹ In Lakhs) For the year ended 31st March, 2023
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX	128.98	597.83
Non-cash adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expenses	336.71	366.00
Net Gain arising on Financial Asset measured at FVTPL	-	(1.01)
Gain on Sale/Fair valuation of Mutual Fund	(4.29)	(1.83)
Interest Income	(1.90)	(1.78)
Finance Cost	742.66	741.90
Profit on sale of Property, plant and equipment	-	(2.92)
Allowance for Doubtful debts	(1.64)	2.80
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,200.52	1,700.99
Movements in working capital:		
(Increase)/Decrease in Inventories	0.13	1.79
(Increase)/Decrease in Trade Receivables	81.83	(140.05)
(Increase) / Decrease in Other Current Financial Assets	(200.00)	-
(Increase)/Decrease in Current Financial Assets Loans	(1.69)	0.45
(Increase) / Decrease in Other non current Financial assets	(4.56)	5.72
(Increase) / Decrease in Other current assets	(4.20)	(1.27)
Increase / (Decrease) in Trade Payables	107.44	(43.13)
Increase / (Decrease) in Other Current Liabilities	22.43	(97.11)
Increase / (Decrease) in Current Provision	(12.59)	8.49
Increase / (Decrease) in Non Current Provision	20.79	(4.09)
CASH GENERATED FROM OPERATIONS	1,210.10	1,431.79
Taxes Paid	(83.12)	(64.23)
NET CASH GENERATED FROM OPERATING ACTIVITIES	1,126.98	1,367.56
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipment including intangible assets & capital work in progress	(8.82)	(5.26)
Sale of property, plant and equipment	-	4.55
Purchase of Investment in Mutual Fund	(400.00)	(425.00)
Sale of Investment in Mutual Fund	505.53	326.60
Loan to Subsidiary	(759.90)	(728.30)
Interest Received	4.29	0.78
NET CASH USED IN INVESTING ACTIVITIES	(658.90)	(826.63)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of short term Borrowings to Banks and unsecured borrowings to others	(78.97)	(31.85)
Proceeds from Short term Unsecured Borrowings from others	600.00	-
Dividend Paid	(2.27)	(2.90)
Lease Liabilities paid	(807.70)	(577.58)
Interest and Finance Charges Paid	(17.61)	(8.47)
NET CASH (USED IN) FINANCING ACTIVITIES	(306.55)	(620.80)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	161.53	(79.87)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	115.54	195.41
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	277.07	115.54
COMPONENTS OF CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS	266.25	97.62
OTHER BANK BALANCES *	10.82	17.92
TOTAL CASH AND CASH EQUIVALENTS	277.07	115.54

* Other Bank balances includes Unclaimed Dividend of ₹.6.31 Lakhs (previous year ₹.8.59 Lakhs) which company can utilise only towards settlement of the respective unclaimed dividend and ₹ 4.51 Lakhs (previous year ₹ 9.33 Lakh) is held as lien with bank)

Note : Figures in brackets are outflows

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STANDALONE STATEMENT OF CASH FLOWS (CONTD.)

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Changes in liabilities arising from financing activities.

(₹ In Lakhs)

PARTICULARS	As at March 31, 2023	Net Cash Flow	Non Cash Changes		As At March 31, 2024
			Fair Value Changes	Current/ Non Current Classification	
Non current Borrowings	40.16	-	-	(25.41)	14.75
Current Borrowings	28.97	521.03	-	25.41	575.41

(₹ In Lakhs)

PARTICULARS	As at March 31, 2022	Net Cash Flow	Non Cash Changes		As At March 31, 2023
			Fair Value Changes	Current/ Non Current Classification	
Non current Borrowings	69.13	-	-	(28.97)	40.16
Current Borrowings	31.85	(31.85)	-	28.97	28.97

As per our report of even date attached
For and on behalf of

For and on behalf of the Board of Directors

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

H R Kilachand
Executive Chairman
DIN 00294835

J K Devgupta
Director
DIN 00515391

Bhupendra T Nagda
Partner
Membership No.F 102580

V J Doshi
Chief Financial Officer

Sarika Singh
Company Secretary

Place :- Mumbai
Date:- May 21, 2024

Place :- Mumbai
Date:- May 21, 2024

KESAR TERMINALS & INFRASTRUCTURE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

A : Equity Share Capital (Equity shares of ₹ 5 each issued, subscribed and fully paid)

(₹ In Lakhs)

Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2024
546.32	-	546.32	-	546.32

(₹ In Lakhs)

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance as at March 31, 2023
546.32	-	546.32	-	546.32

B : Other Equity

(₹ In Lakhs)

Particulars	Reserve and Surplus			Total Other Equity
	General Reserves	Retained Earnings	Other Comprehensive Income	
Balance as at April 01, 2022	4,974.99	2,901.74	(0.22)	7,876.51
Total Comprehensive income for the year				
Profit / (Loss) for the year	-	427.83	-	427.83
Other Comprehensive Income for the year	-	-	(2.20)	(2.20)
Balance as at April 01, 2023	4,974.99	3,329.57	(2.42)	8,302.14
Total Comprehensive income for the year				
Profit / (Loss) for the year	-	69.42	-	69.42
Other Comprehensive Income	-	-	(16.17)	(16.17)
Closing Balance as at March 31, 2024	4,974.99	3,398.99	(18.59)	8,355.39

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For and on behalf of

For and on behalf of the Board of Directors

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

H R Kilachand
Executive Chairman
DIN 00294835

J K Devgupta
Director
DIN 00515391

Bhupendra T Nagda
Partner
Membership No.F 102580

V J Doshi
Chief Financial Officer

Sarika Singh
Company Secretary

Place :- Mumbai
Date:- May 21, 2024

Place :- Mumbai
Date:- May 21, 2024

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Background :

The Company was incorporated on 21st January 2008. On 12th March 2010, the Hon'ble High Court of Bombay had passed an order pursuant to Section 391 to 394 of the Companies Act 1956, sanctioning the Scheme of Arrangement by way of Demerger for transfer of the Storage Division of Kesar Enterprises Limited (KEL) into the Company as a going concern with effect from 1st January 2009 (Appointed Date).

Pursuant to the Scheme of Demerger, in consideration of the transfer of Storage Undertaking into the Company, 47,53,113 Equity Shares of ₹10 each, fully paid up are issued and allotted on 1st June 2010 by the Company to the shareholders of Kesar Enterprises Limited (KEL) in the ratio of 10:7 i.e. for every 10 shares in KEL, 7 shares in the company.

The Company is mainly engaged in the business of renting of liquid storage tanks at Kandla.

1. Material Accounting Policies

A. Statement of Compliance with Ind-AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

Ministry of Corporate affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the group.

B. Basis of Measurement

The financial statements have been prepared on historical cost basis except the following:

- Certain financial assets and liabilities are measured at fair value;
- Defined benefit plans- plan assets measured at fair value.

C. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period or the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

D. The functional currency of the Company is the Indian Rupee (₹). These financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except when otherwise stated.

E. Use of Estimates

The preparation of financial statements in conformity with recognition and measurement principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of the revenue and expenses during the reporting period and disclosures of contingent liabilities as of the date of the financial statements. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Estimates and underlying assumptions are reviewed on an ongoing basis. Any changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to the financial statements.

Key accounting estimates :

a) Income taxes:

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

b) Defined Benefit Obligations:

The cost of the defined benefit gratuity plan and defined benefit leave encashment plan, the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary escalation and mortality rates, rates of employee turnover. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Salary escalation and gratuity increases are based on expected future inflation rates.

c) Fair value measurement of financial instruments :

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

F. Revenue Recognition:

The Company derives revenue primarily from sale of services. The Company is engaged in the business of renting of storage tanks and warehousing.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services.

The Company does not expect to have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance obligation is satisfied.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

For performance obligation where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of services is recognised at a time on which the performance obligation is satisfied.

Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as 'unearned income' under liabilities.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of GST (Goods and Services Tax) and discounts.

Insurance Claims are recognised only when the claim is admitted/expected to be admitted and there is no uncertainty on receiving the claim.

Interest income is recognized using the effective interest rate method, taking into account the amount outstanding and the rate applicable.

G. Property, Plant and Equipment

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 01, 2016 as the deemed cost under IND AS, Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

H. Depreciation:

- Depreciation on Plant and Machinery and Building has been provided on Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- Depreciation on other assets has been provided on Written Down Value Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- For property, plant and equipment purchased / disposed off during the year, depreciation has been provided on pro-rata basis with reference to the useful life of the asset period, at the applicable rates.
- The estimated useful life of the property, plant and equipment are as given below :

Description of Asset	Useful Life
Computers	3 to 6 years
Office Equipment	3 to 10 Years
Furniture & Fixtures	10 Years
Roads	5 Years
Buildings	3 to 30 Years
Plant & Machinery	10 to 25 Years
Vehicles	8 Years
Leasehold Land	30 Years

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- e) Depreciation on property, plant and equipment, whose actual cost does not exceed ₹ 5,000 is provided at the rate of hundred percent and is fully depreciated in the year of acquisition.
- f) Premium on Leasehold Land/Concession Premium is amortised over the period of the lease/Concession period.
- g) Depreciation on Intangible Assets representing computer software has been provided on Written Down Value Method based on remaining useful life. The useful life as estimated by the management for computer software is 6 years.
- h) The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed at each financial year end.

I. Capital Work-in-Progress:

These are stated at cost to date relating to projects in progress, incurred during construction / pre-operative period (Net of income) and the same is allocated to the respective property, plant and equipment on the completion of their construction.

J. Employee benefits:

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be fully paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid at 15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

K. Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity, in which case, the tax is also recognised in other comprehensive income or equity.

- Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the reporting date.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognized outside the Statement of Profit and Loss are recognized outside the Statement of Profit and Loss, either in other comprehensive income or in equity.

L. Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss after tax for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

M. Provisions:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

N. Contingent Liabilities :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

O. Leases:

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

The company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of less than 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Under Ind AS 17

In the comparative period, as a lessee the company classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in the company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Land under perpetual lease is accounted as finance lease which is recognised at upfront premium paid for the lease and the present value of the lease rent obligation. The corresponding liability is recognised as a finance lease obligation. Land under non-perpetual lease is treated as operating lease.

Operating lease payments for land are recognised as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

P. Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

Q. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets which are not at fair value through the Statement of Profit and Loss, are adjusted to the fair value on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

Financial Asset at amortised cost:

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income and the losses arising from impairment are recognised in the Statement of Profit and Loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Financial Asset at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Asset is classified as at the FVTOCI if following criteria are met:

The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through the Statement of Profit and Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Investment in subsidiaries is carried at cost in the financial statements.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

d) Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

1. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
2. Financial assets that are debt instruments and are measured as at FVTOCI
3. Trade receivables or any contractual right to receive cash or another financial asset
4. Loan commitments which are not measured as at FVTPL
5. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk rather; it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss.

Part II - Financial Liabilities

a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the Statement of Profit and Loss. Loans and borrowings and payables are also classified as above.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through the Statement of Profit and Loss

Financial liabilities at fair value through the Statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Financial liabilities designated upon initial recognition at fair value through the Statement of Profit and Loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains / losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through the Statement of Profit and Loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 2 Property, Plant and Equipments, Capital Work in Progress , Right to use-Lease Assets and Intangible Assets (Owned, unless stated otherwise)

(₹ In Lakhs)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation			Net Block Balance as at 31st March, 2024
	Balance as at 1st April, 2023	Additions	Disposals	Balance as at 1st April, 2023	Depreciation / amortization charge for the year	On Disposal/ Adjustment	
(a) Property, Plant and & Equipments							
(i) Land							
(1) Free Hold Land	498.32	-	-	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	79.80	11.92	-	167.33
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-	-
Total	757.48	-	-	79.91	11.92	-	665.65
(ii) Buildings (on Leased Land)	400.30	0.97	-	184.28	13.69	-	203.30
(iii) Plant and Equipment	2,216.99	-	-	781.52	111.82	-	1,323.65
(iv) Furniture and Fixtures	32.17	0.19	-	24.06	1.29	-	7.01
(v) Office Equipments	86.65	7.66	-	71.33	6.66	-	16.32
(vi) Vehicles	210.38	-	-	128.92	25.51	-	55.95
Total (a)	3,703.97	8.82	-	1,270.02	170.89	-	2,271.88
(b) Capital Work in Progress (Refer Note No 35)	8.60	-	-	-	-	-	8.60
(c) Right to Use - Lease Assets	5,275.13	-	-	660.01	165.00	-	4,450.12
(d) Intangible Assets Computer software	6.81	-	-	5.98	0.83	-	-
Total (a+b+c+d)	8,994.51	8.82	-	1,936.01	336.72	-	6,730.60

CWIP Ageing schedule

FOR THE YEAR ENDED 31ST MARCH, 2024

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects temporarily suspended	-	0.27	-	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 2 Property, Plant and Equipments, Capital Work in Progress , Right to use-Lease Assets and Intangible Assets (Owned, unless stated otherwise)
(FOR THE YEAR ENDED 31ST MARCH, 2023)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation			Net Block
	Balance as at 1st April, 2022	Additions	Disposals	Balance as at 31st March, 2023	Depreciation / amortization charge for the year	On Disposal/ Adjustment	
(a) Property, Plant and Equipments							
(i) Land							
(1) Free Hold Land	498.32	-	-	498.32	-	-	498.32
(2) Lease Hold Land	259.05	-	-	259.05	11.89	-	179.25
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-	-
Total	757.48	-	-	757.48	11.89	-	677.57
(ii) Buildings (on Leased Land)	399.88	0.42	-	400.30	22.54	-	216.02
(iii) Plant and Equipment	2,181.14	35.85	-	2,216.99	111.45	-	1,435.47
(iv) Furniture and Fixtures	32.17	-	-	32.17	2.25	-	8.11
(v) Office Equipments	86.22	0.92	0.49	86.65	10.39	0.46	15.32
(vi) Vehicles	222.92	-	12.54	210.38	37.83	10.93	81.46
Total (a)	3,679.81	37.19	13.03	3,703.97	196.35	11.39	2,433.95
(b) Capital Work In Progress (Refer Note No 35)	42.67	1.78	35.85	8.60	-	-	8.60
(c) Right to Use - Lease Assets	5,230.06	45.07	-	5,275.13	169.09	-	4,615.12
(d) Intangible Assets							
Computer software	6.43	0.38	-	6.81	0.57	-	0.83
Total (a+b+c+d)	8,958.97	84.42	48.88	8,994.51	366.01	11.39	7,058.50

CWIP Ageing schedule

FOR THE YEAR ENDED 31ST MARCH, 2023

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects temporarily suspended	-	0.27	-	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

3. NON CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Investments		
A) Investment in Unquoted Equity Instruments		
Subsidiary Company		
4,18,00,000 Equity Shares (Previous Year : 4,18,00,000) of ₹ 10/- each fully paid in Kesar Multimodal Logistics Limited	4,180.00	4,180.00
Extent of Holding:- 100% (Previous Year : 100%) of total issued and paid up Equity Share Capital of Kesar Multimodal Logistics Limited		
(Out of the above shares, 35.00 Lakh shares are pledged to the lender of the subsidiary company.)		
Others		
200 Shares of ₹ 25 each fully paid in Jain Sahakari Bank Ltd (Previous Year: 200 Shares)	0.05	0.05
B) Investments in Unquoted Preference Shares		
Subsidiary Company		
3,48,30,000 Zero Coupon Redeemable Preference Shares (Previous Year: 3,48,30,000) of ₹ 10/- each fully paid in Kesar Multimodal Logistics Limited.	1,211.78	1,211.78
Extent of Holding:- 100% (Previous Year : 100%) of total issued and paid up Zero Coupon Redeemable Preference Share Capital of Kesar Multimodal Logistics Limited		
Contribution towards Equity Capital (Corporate Guarantee and Interest on Preference Shares and unsecured Loans)	4,411.26	4,411.26
Less : Provision for Impairment of Investments in Subsidiary company	(2,944.70)	(2,944.70)
{Aggregate amount of Unquoted Investments is ₹ 9,803.09 Lakhs (Previous Year: ₹ 9,803.09 Lakhs)}		
Total	6,858.39	6,858.39

4. NON-CURRENT FINANCIAL ASSETS - LOANS

Unsecured, Considered good		
(a) Loans and Advances to Employees	0.64	0.23
(b) Loan to related party :		
Kesar Multimodal Logistics Ltd (Subsidiary Company) having current loans which are disclosed in note no.12(b)	2,488.20	4,767.09
Less : Provision for Impairment of Loans given to subsidiary company (Refer note no.34(b))	(200.00)	(3,913.63)
Total	2,288.84	853.69

Details of loans granted to Promoters, Directors, KMP's and related parties ;

(₹ In Lakhs)

Type of Borrower	As at 31st March, 2024		As at 31st March, 2023	
	Amount outstanding	% of Total	Amount outstanding	% of Total
(a) Promoters	-	-	-	-
(b) Directors	-	-	-	-
(c) KMPs	-	-	-	-
(d) Related Parties (Kesar Multimodal Logistics Ltd) - Non-Current	2,488.20	40.10	4,767.09	87.57
(e) Related Parties (Kesar Multimodal Logistics Ltd) - Current	3,713.63	59.84	674.84	12.40
Total	6,201.83		5,441.93	

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

5. NON-CURRENT FINANCIAL ASSETS - OTHERS	(₹ In Lakhs)	
PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Unsecured, Considered good		
(a) Security Deposits	29.94	29.94
Less: Provision for Doubtful Deposits	(4.18)	-
(b) Fixed Deposits with maturity of more than 12 months (Held as lien/security with various customers and government agencies)	14.99	6.66
(c) Interest accrued on Deposits	0.70	0.36
Total	41.45	36.96
6. DEFERRED TAX ASSETS (NET)		
(a) Deferred Tax Assets		
i) Expenses allowable on payment basis for Tax purposes	33.87	26.04
ii) Fair Valuation of Investments and Lease Payments	414.09	350.54
	447.96	376.58
(b) Deferred Tax Liability		
Impact of difference between carrying value of fixed asset as per tax base and as per financial statements	(237.21)	(250.64)
Net Deferred Tax Assets (a+b)	210.75	125.94
7. INVENTORIES		
Stores and spares	5.57	5.70
(Valued at Lower of Cost and Net Realisable Value)		
Total	5.57	5.70
8. CURRENT FINANCIAL ASSETS - INVESTMENTS		
Investment in Mutual Funds (Unquoted)		
Nil (Previous Year : 3,68,254.580 Units) in HDFC Short Term Debt Fund (Direct Growth)	-	101.25
Total	-	101.25
Aggregate amount of Unquoted Investment at Market Value (NAV)	-	101.25
Aggregate Cost of Unquoted Investment	-	100.24
9. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES		
Unsecured		
Considered Good	329.83	410.02
Considered Doubtful	6.73	8.37
Total	336.56	418.39
Less: Allowance for bad and doubtful debts	(6.73)	(8.37)
Total	329.83	410.02

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	336.56	-	-	-	-	336.56
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	336.56	-	-	-	-	336.56
Less: Allowance for bad and doubtful debts						(6.73)
Total						329.83

PARTICULARS	As at 31st March, 2023					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	412.36	-	-	-	6.03	418.39
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	412.36	-	-	-	6.03	418.39
Less: Allowance for bad and doubtful debts						(8.37)
Total						410.02

10. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Balance with Banks		
- In Current Accounts	265.62	96.92
(b) Cash on hand	0.63	0.70
Total	266.25	97.62

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

11. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Balance with Banks on unclaimed Dividend Accounts	6.31	8.59
(b) Fixed Deposits with original maturity of more than 3 months but less than 12 months (Held under lien with bank)	4.51	9.33
Total	10.82	17.92

12. OTHER FINANCIAL ASSETS - LOANS

Unsecured, Considered Good

a) Loans and Advances to Employees	2.98	1.28
b) Loan to related party : Kesar Multimodal Logistics Ltd (Subsidiary Company) (Refer note no.4(b))	3,713.63	674.84
Less : Provision for Impairment of loan given to Subsidiary company	(3,713.63)	-
Total	2.98	676.12

13. OTHER FINANCIAL ASSETS - OTHERS

Unsecured, Considered Good

Security Deposits	200.00	-
Total	200.00	-

14. OTHER CURRENT ASSETS

Unsecured, Considered good

(a) Prepaid expenses	34.08	17.79
(b) GST Input Credit	-	1.27
(c) Interest accrued on Deposits	0.93	3.65
(d) Other advances recoverable in cash or kind	7.32	18.14
Total	42.33	40.85

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

15. EQUITY SHARE CAPITAL

(₹ In Lakhs)

PARTICULARS	As at	
	31st March, 2024	31st March, 2023
Authorised		
2,50,00,000 (Previous Year: 2,50,00,000) Equity Shares of ₹ 5 each (Previous Year : ₹ 5 each)	1,250.00	1,250.00
25,00,000 (Previous Year : 25,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each (Previous Year : ₹ 10 each)	250.00	250.00
Issued, Subscribed & Fully Paid up		
1,09,26,475 (Previous Year: 1,09,26,475) Equity Shares of ₹ 5 each (Previous Year: ₹ 5 each) fully paid up	546.32	546.32
Total	546.32	546.32

(a) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of reporting period

PARTICULARS	As at 31st March, 2024		As at 31st March, 2023	
	Number	(₹ In Lakhs)	Number	(₹ In Lakhs)
Shares outstanding at the beginning of the year	10,926,475	546.32	10,926,475	546.32
Shares issued during the year	-	-	-	-
Issue on account of Bonus Shares	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,926,475	546.32	10,926,475	546.32

(b) Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 5 per share (Previous Year : ₹5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

(c) Details of each Equity Shareholder holding more than 5% of Shares

PARTICULARS	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	3,145,747	28.79%	3,145,747	28.79%
Kesar Enterprises Limited	1,040,000	9.52%	1,040,000	9.52%
V V Sahasrabudhe (Holder for Harsh Family Trust)	640,348	5.86%	640,348	5.86%

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- (d) Aggregate Number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

PARTICULARS	Year (Aggregate No. of Shares)				
	2023-24	2022-23	2021-22	2020-21	2019-20
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

- (e) **Shareholding of Promoters**

Shares held by promoters at the end of the year

Promoter name	As at 31.03.2024			As at 31.03.2023		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Dilip Babasaheb Bhosale*	12,631	0.12	-	12,631	0.12	-
Rajnikant A Kilachand Huf	20,073	0.18	-	20,073	0.18	-
Harsh Rajnikant Kilachand (HUF)	39,929	0.37	-	39,929	0.37	-
Rohita Harsh Kilachand	303,409	2.78	-	303,409	2.78	-
Rohan Harsh Kilachand	305,241	2.79	-	305,241	2.79	-
Harsh Rajnikant Kilachand	498,738	4.56	-	498,738	4.56	-
V V Sahasrabudhe (Holder for Harsh Family Trust)	640,348	5.86	-	640,348	5.86	-
India Carat Pvt Ltd**	-	-	-	14,780	0.14	-
Seel Investment Pvt Ltd	319,852	2.93	-	319,852	2.93	-
Indian Commercial Company Pvt Ltd	352,954	3.23	-	338,174	3.09	-
Kesar Enterprises Ltd.	1,040,000	9.52	-	1,040,000	9.52	-
Kesar Corporation Pvt Ltd	3,145,747	28.79	-	3,145,747	28.79	-
Total	6,678,922	61.13		6,678,922	61.13	

*Executer of Shreemati Ambalal Kilachand estate

**Amalgamated with Indian Commercial Company Pvt. Ltd. w.e.f. 19.10.2023

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

16. OTHER EQUITY

(₹ In Lakhs)

PARTICULARS	(₹ In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
(a) General Reserve		
Opening Balance	4,974.99	4,974.99
(+) Addition during the year	-	-
Closing Balance	4,974.99	4,974.99
(b) Retained Earnings		
Opening balance	3,329.57	2,901.74
(+) Net Profit for the current year	69.42	427.83
Closing Balance	3,398.99	3,329.57
(c) Other Comprehensive Income		
Opening balance	(2.42)	(0.22)
(+) Addition during the year	(16.17)	(2.20)
Closing Balance	(18.59)	(2.42)
Total	8,355.39	8,302.14

17. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS

Secured Borrowings

Vehicle Loans From Banks

14.75 40.16

Secured by way of hypothecation of respective vehicles.

Terms of Repayments:- Repayable in 36 to 60 Equated Monthly Installments starting from the date of the loan and carrying Interest ranging from 8.01% to 9.90% p.a.

Total

14.75 40.16

[Out of total Secured Borrowings of ₹ 40.16 Lakhs (Previous Year : ₹69.13 Lakhs), borrowings of ₹25.41 Lakhs (Previous Year : ₹28.97 Lakhs) having Current Maturities, have been disclosed in Note No.20]

18. NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease Liability Payable

5,251.95 4,864.66

Total

5,251.95 4,864.66

19. NON CURRENT PROVISIONS

Provision for employee benefits

(a) Gratuity (Funded)

24.92 -

(b) Leave Encashment (unfunded)

47.87 52.00

Total

72.79 52.00

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

20. CURRENT FINANCIAL LIABILITIES - BORROWINGS (₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Current maturities of long-term debt		
Current maturities of long-term debt - secured borrowings (refer note no. 17)	25.41	28.97
(b) Unsecured Borrowings		
From Others	550.00	-
Terms of Repayments:- Repayable in 12 Equated Monthly Installments starting from the date of the loan and carrying Interest rate of 15% p.a.)		
Total	575.41	28.97

21. CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease Liability payable	1,543.42	2,046.76
Total	1,543.42	2,046.76

22. TRADE PAYABLES

(a) Total outstanding dues of micro enterprises and small enterprises (refer note no. 46)	1.86	1.32
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	208.54	68.24
Total	210.40	69.56

TRADE PAYABLES AGEING

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.86				1.86
(ii) Others	178.37	6.66	4.88	18.63	208.54
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
Total	180.23	6.66	4.88	18.63	210.40

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2023				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.32				1.32
(ii) Others	67.21	0.85	0.18		68.24
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
Total	68.53	0.85	0.18	-	69.56

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

23. CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Unclaimed dividends	6.31	8.59
(b) Unearned Income	65.33	86.05
Total	71.64	94.64

24. OTHER CURRENT LIABILITIES

(a) Statutory Liabilities	32.10	41.35
(b) Outstanding Liabilities for expenses	82.65	30.21
Total	114.75	71.56

25. CURRENT PROVISIONS

Provision for employee benefits

(a) Gratuity (Funded)	25.80	15.41
(b) Leave Encashment (Unfunded)	32.99	33.16
Total	58.79	48.57

26. CURRENT TAX LIABILITIES (NET)

Provision for Income Tax	172.20	117.62
Net of Advance Taxes paid of ₹ 168.41 Lakhs (previous year : ₹ 186.14 Lakhs)		
Total	172.20	117.62

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	(₹ In Lakhs)	
PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
27. INCOME FROM OPERATIONS		
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services)	2976.83	3336.07
(b) Other operating revenue (Handling charges)	9.71	13.58
	2986.54	3349.65
28. OTHER INCOME		
(a) Interest on		
(i) Fixed Deposits	1.23	1.18
(ii) Interest on Income Tax Refund	-	1.47
(iii) Others	0.67	0.60
(b) Credit Balance Written Back	-	12.60
(c) Provision for doubtful receivables written back	1.64	-
(d) Sale of Scrap	4.41	-
(e) Insurance Claim Received	50.00	-
(f) Profit on Sale of property plant and equipments	-	2.92
(g) Net Gain arising on Financial Asset measured at FVTPL	-	1.01
(h) Gain on Valuation/Sale of Mutual Funds	4.29	1.83
(i) Miscellaneous Receipts	2.40	1.05
Total	64.64	22.66
29. EMPLOYEE BENEFITS EXPENSE		
(a) Salaries and Wages	802.64	794.53
(b) Contribution to Provident Fund	60.50	64.07
(c) Contribution to Gratuity Fund	12.51	12.62
(d) Staff Welfare	32.12	24.36
Total	907.77	895.58
30. FINANCE COST		
(a) Interest Expense	742.34	741.59
(b) Other Borrowing Costs Bank Charges	0.32	0.32
Total	742.66	741.91

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

31. OTHER EXPENSES

(₹ In Lakhs)

PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a) Storage & Handling Charges	79.57	64.85
(b) Power & Fuel	74.85	84.86
(c) Rent	33.98	30.44
(d) Repairs		
(i) Plant & Machinery	288.09	208.99
(ii) Others	7.73	10.55
(e) Insurance	16.22	22.35
(f) Rates & Taxes	7.70	11.81
(g) Legal & Professional Fees	170.99	112.81
(h) Directors Sitting Fees	12.25	12.25
(i) Auditors Remuneration		
(i) Statutory Audit Fees (including Quarterly Reviews)	9.00	8.00
(ii) Out Of Pocket Expenses	0.47	0.56
(j) Allowance for doubtful Debts	-	2.80
(k) Travelling and Conveyance Expenses	73.84	49.84
(l) Security Expenses	23.93	24.37
(m) Health & Safety Expenses	8.91	10.16
(n) Business Promotion Expenses	34.27	27.22
(o) Computer & Software Expenses	9.16	9.78
(p) Motor Car Expenses	16.90	19.24
(q) Office Expenses	2.85	0.61
(r) Listing Fees	3.25	3.00
(s) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note no 40)	20.74	25.26
(t) Miscellaneous Expenses	40.35	31.23
Total	935.05	770.98

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

32 Capital and other Commitments

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March 2023
Other:		
Estimated amount of contracts remaining to be executed and not provided for on capital account	-	-

33 Contingent Liabilities

PARTICULARS	As at 31st March 2024	As at 31st March 2023
a) Claims against the Company not acknowledged as debts:		
i) Additional demand on account of revision in rates of Lease Rent and Transfer fee/upfront rent for change in name* (excludes interest claimed@18% which is currently unascertained)	10,222.09	7,393.69
ii) Additional demand on account of Electricity Charges **	53.42	53.42
b) Guarantee:		
i) Corporate Guarantee given in favor of Banker's, towards credit facilities granted to Kesar Multimodal Logistics Limited (Subsidiary Company) (KMLL) to set up a "Composite Logistics Hub" at Powerkheda in Madhya Pradesh. (Refer Note No 34)	10,811.00	10,811.00
ii) Bank Guarantee in favor of Commissioner of Customs, Kandla	3.75	3.75
iii) Bank Guarantee in favor of Director General of Fire Services, Andhra Pradesh	9.33	9.33
c) Disputed liability on account of Income Tax	172.01	220.88
Total	21,271.60	18,492.07

*Pursuant to Scheme of Demerger, the Company has requested Deendayal Port Trust (DPT) (formerly known as Kandla Port Trust (KPT)) for transfer of leasehold land situated at Kandla in its name which is presently in the name of Kesar Enterprises Ltd. However, DPT has raised a demand on account of such transfer/ upfront fee for change in the name. Further DPT has also raised demand in respect of increase in the lease rent on account of revision of rates. The Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat, against the demand raised by the DPT. Further, since the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. However, vide Order dated 06.05.2022, the SCA and LPA filed by the Company has been dismissed by the Hon'ble High Court of Gujarat. However, the Company has filed a Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble High Court of Gujarat. Pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the standalone financial statements in respect of the above, being the same currently not ascertainable and accordingly depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and lease period as already determined and recognised in earlier years.

** Hon'ble High Court of Gujarat has set aside demand of Gujarat Electricity Board; contrarily Gujarat Electricity Board has filed Special Leave Petition in Hon'ble Supreme Court. Order is awaited.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- 34 a) The total outstanding loans (including interest) availed by the Company's subsidiary - Kesar Multimodal Logistics Ltd (KMLL) from Banks as at 31.03.2024 is ₹ 20,325.37 Lakhs (March 31, 2023, ₹ 16,737.93 Lakhs). There were defaults in repayments of the borrowings by Company's subsidiary Kesar Multimodal Logistics Limited to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor in view of default was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP. KMLL has made part payments towards OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 20.12.2023 against KMLL. KMLL has filed its Reply to the Company Petition and the same is kept for hearing on 04.06.2024. Another lender of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 24-01-2024 against Company and also the subsidiary Company i.e. KMLL. The same is yet to come up for hearing. KMLL is seeking more time from lenders for repayment of OTS dues. Pending outcome of the above, as such the Company has made no provision against liability that may arise, if any, on account of invocation of the corporate guarantee w.r.t. pending repayment obligations by KMLL towards the lenders.

The Lenders of KMLL had also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Company and its holding company i.e. KTIL. The said proceedings are pending before DRT.

- b) The Company has investments in Kesar Multimodal Logistics Limited (KMLL), a wholly owned Subsidiary Company aggregating to ₹ 9,803.04 lakhs as on March 31, 2024 (March 31, 2023, ₹ 9,803.04 Lakhs) which comprises of Equity Investment amounting to ₹ 4,180.00 Lakhs (March 31, 2023, ₹ 4,180.00 Lakhs), investment in zero coupon redeemable preference shares of KMLL amounting to ₹ 1,211.78 Lakhs (March 31, 2023 ₹ 1,211.78 Lakhs) and contribution towards equity capital amounting to ₹ 4,411.26 Lakhs (March 31, 2023 ₹ 4,411.26 Lakhs). Further, the Company has current as well as non-current loan as at March 31, 2024 in KMLL aggregating to ₹ 6,201.83 Lakhs (March 31, 2023 ₹ 5,441.93 Lakhs). KMLL has incurred substantial losses till the current year and its net-worth as at March 31, 2024 has been fully eroded. In view of the huge losses in KMLL and pendency of (IBC) proceedings, during the year ended 31.03.2022, the management as prudent accounting practice, had made the provision for impairment of loans and Investments of ₹ 6,858.33 Lakhs @ 50% of the total loans and investments outstanding as on 31.03.2022. The management has taken a decision not to book the Notional interest income as per INDAS on investments in KMLL (0% preference shares and Interest free Unsecured Loans) and also the notional commission on corporate guarantee given on Loans taken by KMLL w.e.f. 01.04.2021.

The company has during the year decided to divest upto 100% equity and/or preference stake in KMLL. The Board of Directors of the Company in its meeting held on 08th November, 2022 passed an enabling resolution in respect of the proposed Sale / disposal / transfer up to 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, a wholly owned Subsidiary. Further the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for purchase of equity and/or preference stake of KMLL from DP world Multimodal Logistics Private Limited (Acquirer) which is accepted by the company and SSPA (Shares Subscription and Purchase agreement) has been signed by the company on 11.09.2023. The completion of SSPA is subject to the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities as detailed in SSPA. The present Long stop date of the SSPA is 31.07.2024.

The management will consider a final call of further provisions / write off / write back of its carrying value of investments and loans in KMLL once the proposed divestment is concluded.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

35 Capital Work in Progress includes

(₹ in Lakhs)

PARTICULARS	As at 31 st March 2024	As at 31 st March 2023
Preoperative Expenses in respect of Pipavav Project	8.60	8.60
Total	8.60	8.60

36 Employee Benefit

Defined Benefit Plan (Gratuity Fund) - Funded

In accordance with Indian Accounting Standard 19 "Employee Benefits", actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

(a) The amounts recognized in the balance sheet are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Present Value of benefit obligations	299.59	271.20
Fair Value of plan assets	(248.87)	(255.79)
Net liability /(Assets)	50.72	15.41
(Amount shown in Balance Sheet as Liabilities/(Assets))		

(b) The amounts recognized in the statement of profit and loss are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Current service cost	11.36	12.24
Interest on obligation	1.15	0.38
Total included in employee benefit expense	12.51	12.62

(c) Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Opening defined benefit obligation	271.20	244.39
Current Service costs	11.36	12.24
Interest costs	20.23	17.47
Past Service Cost	-	-
Actuarial losses/ (gains) on obligations – Due to Experience	19.41	7.92
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	(0.40)
Actuarial losses/ (gains) on obligations – Due to Change in Financial Assumptions	2.86	(3.78)
Benefits paid	(25.47)	(6.64)
Closing defined benefit obligation	299.59	271.20

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(d) The amount recognized in the other comprehensive Income (OCI) is as follows:

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Actuarial (Gains)/Losses on obligation for the period	22.27	3.74
Return on Plan Assets, excluding interest income	0.53	(0.64)
Net actuarial losses (gains) recognized in year	22.80	3.10

(e) The Reconciliation of liability in the Balance Sheet are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Opening net Liability/ (asset)	15.41	5.30
Expenses recognized in Statement of Profit and Loss	12.51	12.62
Expenses recognized in OCI	22.80	3.10
Employers Contribution	-	(5.61)
Net Liability/(Assets) Recognised in the Balance Sheet	50.72	15.41

(f) The amount recognized as Interest Cost in the statement are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Present Value of Benefit Obligation at the beginning	271.20	244.39
Fair Value of Plan Assets at the beginning	(255.79)	(239.09)
Net Liability / (Assets) At the Beginning	15.41	5.30
Interest Cost	20.23	17.47
Interest Income	(19.08)	(17.09)
Net Interest cost for Current Period	1.15	0.38

(g) Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Opening fair value of plan assets	255.79	239.09
Adjustment in funds	-	-
Interest Income	19.08	17.10
Return on Plan Assets, Excluding Interest Income	(0.53)	0.64
Contributions by employer	-	5.61
Benefits paid	(25.48)	(6.64)
Closing fair value of plan assets	248.86	255.79

Plan Assets are invested in Group Gratuity Scheme of Life Insurance Corporation of India.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(h) **Principal actuarial assumptions at the balance sheet date:**

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Discount rate	7.20%	7.46%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	7.20%	7.46%
Attrition rate	3.00%	3.00%
Mortality Tables	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

The expected rate of return on plan assets is based on the expectations of the average long-term rate of return expected on investments of the fund during the estimated term of the obligation.

The estimates of future salary escalation is considered taking into account inflation, seniority promotion and other relevant factors.

(i) **Amounts for the current and previous four years are as follows:**

(₹ in Lakhs)

Particulars	Defined Benefit (Gratuity) Plan				
	For the year ended 31 st March 2024	For the year ended 31 st March 2023	For the year ended 31 st March 2022	For the year ended 31 st March 2021	For the year ended 31 st March 2020
Defined benefit obligation	299.59	271.20	244.39	239.80	237.83
Plan assets	248.87	255.79	239.09	234.04	217.21
Surplus/ (deficit)	(50.72)	(15.41)	(5.30)	(5.76)	(20.62)

(j) **Experience Adjustment:**

(₹ in Lakhs)

Particulars	Defined Benefit (Gratuity) Plan				
	For the yearended 31 st March 2024	For the yearended 31 st March 2023	For the yearended 31 st March 2022	For the yearended 31 st March 2021	For the yearended 31 st March 2020
On plan Liability (Gains)/ Losses	19.41	7.92	0.93	(6.06)	(4.12)
On plan Assets Gains/ (Losses)	(0.53)	0.64	0.86	0.55	0.95

The liability for Compensated Leave Absence as at March 31, 2024 is ₹ 80.86 Lakhs (March 31, 2023: ₹ 85.16 Lakhs) disclosed under Non-Current Liabilities - Provisions and Current Liabilities - Provisions.

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 30.22 Lakhs (March 31, 2023 ₹ 14.75 Lakhs).

Defined Contribution Plans

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 60.50 Lakhs (March 31, 2023 ₹ 64.07 Lakhs)

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(k) Maturity Analysis of the Benefit Payments: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
1st Following Year	112.98	55.16
2nd Following Year	28.72	20.37
3rd Following Year	33.54	72.09
4th Following Year	20.32	28.24
5th Following Year	9.71	19.45
Sum of Years 6 To 10	98.29	89.64
Sum of Years 11 and above	121.31	131.32

(l) Sensitivity Analysis

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Projected Benefit Obligation on Current Assumptions	299.59	271.20
Delta Effect of +1% Change in Rate of Discounting	(10.60)	(11.38)
Delta Effect of -1% Change in Rate of Discounting	11.78	12.67
Delta Effect of +1% Change in Rate of Salary Increase	8.63	11.12
Delta Effect of -1% Change in Rate of Salary Increase	(8.99)	(10.54)
Delta Effect of +1% Change in Rate of Employee Turnover	0.19	0.01
Delta Effect of -1% Change in Rate of Employee Turnover	(0.25)	(0.03)

The Company has a defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for lifetime and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although the probability of this is very less as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Para 139(c) Characteristics of defined benefit plans

During the year, there were no plan amendments, curtailments, and settlements.

Para 147 (a)

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962

37. RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities, comprises borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. Market risk is applicable to variable rate borrowing. Equity risk is not applicable since company does not have equity investments. Foreign exchange risk is not applicable since the company does not have long term imports. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk Management	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Interest Rate Risk	Variable Rate Borrowing	Interest rate sensitivity	Mix of fixed versus floating rate

Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

a) Ageing :

(₹ in Lakhs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
0-180 days	336.56	412.36
More than 180 days	-	6.03
Total	336.56	418.39

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

b) Movement in expected credit loss allowance on trade receivables :

(₹ in Lakhs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	8.37	5.57
Add:- Additional provision made	-	2.80
Less:- Provision reversed	(1.64)	-
Balance at the end of the year	6.73	8.37

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans.

The table below provides details regarding the maturities of significant financial liabilities as of 31st March, 2024 and 31st March, 2023

Year ended 31st March, 2024

Particulars	Upto 1 Year	1 to 5 years	> 5 years	Total
Car Loan	25.41	14.75	-	40.16
Trade Payables	210.40	-	-	210.40
Others	71.64	-	-	71.64
Lease liability	1,543.42	2,789.55	2,462.40	6,795.37

Year ended 31st March, 2023

(₹ in Lakhs)

Particulars	Upto 1 Year	1 to 5 years	> 5 years	Total
Car Loan	28.97	40.16	-	69.13
Trade Payables	69.56	-	-	69.56
Others	94.64	-	-	94.64
Lease liability	2,046.76	2,723.64	2,141.02	6,911.42

Interest rate risk

The Company has only fixed rate borrowing.

38. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the value of the share and to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Debt Equity Ratio

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Net Debt		
a) Long term Borrowing and Other Current Liabilities	590.16	69.13
b) Cash and Cash Equivalent	266.25	97.62
Net-Debt (a-b)	323.91	(28.49)
Equity		
c) Equity share capital	546.32	546.32
d) Other Equity	8,355.39	8,302.14
Total - Equity (c-d)	8,901.71	8,848.46
Net debt/Equity Ratio	0.04	0.00

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

39. Financial Instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies. The carrying value of financial instruments by categories is as follows:

(₹ in Lakhs)

PARTICULARS	March 31, 2024			March 31, 2023		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
Non-Current-Investments	6,858.39			6,858.39		
Non-Current Financial Assets-Loans	2,288.84			853.69		
Other Non Current Assets	41.45			36.96		
Current-Investments			-			101.25
Trade Receivable	329.83			410.02		
Cash and Cash equivalent	266.25			97.62		
Other Bank Balances	10.82			17.92		
Current Financial Assets-Loans	2.98			676.12		
Current Financial Assets-Others	200.00			-		
Total Financial Assets	9,998.56	-	-	8,950.72	-	101.25
Financial Liabilities						
Borrowings	590.16			69.13		
Lease liabilities	6,795.37			6,911.42		
Trade payable	210.40			69.56		
Other Financial liabilities	71.64			94.64		
Total Financial Liabilities	7,667.57	-	-	7,144.75	-	-

40. CSR Expenditure:

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
a) Excess amount spent in earlier years brought forward	-	5.24
b) Gross Amount required to be spent by the Company during the year	20.75	25.26
c) Amount spent during the year *	20.75	20.02
d) Excess of CSR spent carried forward to avail set off in next 3 financial years	0.00	-

* Out of ₹.20.75 Lakh, ₹.3.50 Lakh is incurred towards development of crematorium and gardening work in Nandgaon village, Boisar, Palghar and ₹.17.25 Lakhs is donated to Raginiben Bipinchandra Sevakarya Trust, Ahmedabad towards toward helping and empowering the poor in Healthcare, education and Food Distribution needs.

41. Segment Reporting

In the opinion of the Management and based on consideration of dominant source and nature of risks and returns, the company's activities during the year revolved around single segment namely, "Liquid Storage Business". Considering the nature of company's business and operations, there are no separate reportable segments (Business and/or Geographical) in accordance with the requirement of Indian Accounting Standard 108.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

42. Related party disclosures under Indian Accounting Standard -24

Names of related parties and nature of related party relationships:

i) Parties where control exists

a) Kesar Multimodal Logistics Limited - Subsidiary Company

b) Key Management Personnel

Mr. H R Kilachand Executive Chairman

c) Enterprises / Entities with Joint Control or Significant Influence over Entity:

Kesar Enterprises Limited

Kesar Corporation Pvt. Ltd.

Indian Commercial Co. Pvt. Ltd.

Kilachand Devchand & Co. Pvt. Ltd.

India Carat Pvt Ltd (Amalgamated with Indian Commercial Co. Pvt. Ltd. w.e.f. 19.10.2023)

Seel Investment Pvt. Ltd.

H R Kilachand (HUF)

Harsh Family Trust

Rajnikant Kilachand (HUF)

ii) Parties with whom the transactions were carried out during the Year

a) Key Managerial Personnel under Companies Act, 2013:

Mr. Navlesh Kumar CEO (upto 13.01.2023)

Mr. Debasis Bhattacharya CEO (w.e.f. 13.02.2023 and upto 04.10.2023)

Mr. V J Doshi Chief Financial Officer (CFO)

Mrs. Sarika Singh Company Secretary (CS)

Mr. Rajiv Nigam CEO of Subsidiary company (w.e.f. 01.02.2024)

b) Non-Executive / Independent Directors:

Mr. A.S. Ruia Independent Director (upto 05.09.2022)

Mr. R.S. Loona Independent Director

Mr. J. K. Devgupta Non Executive Director (w.e.f. 30.09.2022)

Mrs. Nilima Ashok Mansukhani Independent Director

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Disclosure of transactions with related parties and the status of outstanding balance as on 31st March, 2024:

(₹ in Lakhs)

PARTICULARS	Kesar Enterprises Limited	Kesar Multimodal Logistics Ltd	H R Kilachand	Seel Investment Pvt Ltd	Indian commercial Co Pvt Ltd
(a) Transactions					
Reimbursement of Expenses	13.16 (7.47)				
Expenses payable by the company (Reversal)	0.75 (0.00)				
Payable for Business support services(Including GST)					8.26 (0.00)
Purchase of Fixed Asset		0.00 (0.08)			
Managerial Remuneration			110.90* (134.41)		
Receipt towards Expression of Interest in case of CIRP Process				0.00 (1.00)	
Refund of amount received towards Expression of Interest (CIRP Process)				0.00 (1.00)	
Long term loans and advances-Classified as Loans		759.90 (1,728.30)			
Receipt of Loans given		0.00 (200.00)			
(b) Balance outstanding					
Managerial Remuneration payable			8.73 (0.00)		
Loans and advances-Classified as Loans		6,201.83 (5,441.93)			
Preference shares-Classified as investment in preference shares Investment		1,211.78 (1,211.78)			
Contribution to Equity Capital of subsidiary		4,411.26 (4,411.26)			
Investments in Equity Share Capital		4,180.00 (4,180.00)			
Corporate Guarantee (Refer Note No.33)		10,811.00 (10,811.00)			

* Salary has been paid only till renewal date of earlier contract of employment i.e.19.12.2023

(Figures in brackets represents previous year)

Details of Director's Sitting fees paid to Independent and Non-Executive Directors

(₹ in Lakhs)

Name of the Director	For the year ended 31st March 2024	For the year ended 31st March 2023
Mr.R.S.Loona	5.25	5.25
Mrs.Nilima Ashok Mansukhani	5.25	5.25
Mr.J.K.Devgupta (w.e.f. 30.09.2022)	1.75	1.75

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Key Management personnel compensation

(₹ in Lakhs)

Name	Designation	During the Year 2023-24	During the Year 2022-23
Navlesh Kumar	CEO (upto 13.01.2023)	-	58.03
Debasis Bhattacharya	CEO (w.e.f. 13.02.2023 and upto 04.10.2023)	24.77	5.79
V.J. Doshi	CFO	141.08	120.82
Sarika Singh	Company Secretary	16.93	15.75
Rajiv Nigam	CEO (w.e.f. 01.02.2024)	6.27	-

- 43 Disclosure of loans and advances in the nature of loans given to Subsidiary Company/Guarantees given on behalf of Subsidiary in accordance with schedule V of SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015 & Section 186 of the Companies Act, 2013;

Name of Entity: Kesar Multimodal Logistics Ltd. (KMLL)

Sr. No.	PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
1	Loan outstanding ; i) Classified as Loans ii) Classified as Contribution to Equity Capital of subsidiary	6,201.83** 439.06	5,441.93** 439.06
	Maximum amount Outstanding ; i) Classified as Loans ii) Classified as Contribution to Equity Capital of subsidiary	6,201.83 439.06	5,441.93 439.06
	Terms of Repayments & Repayment Schedule	Repayable on demand after three years	Repayable on demand after three years
	Purpose	Payment to contractor & administrative expenses, security towards borrowings availed	Payment to contractor & administrative expenses, security towards borrowings availed
2	Corporate Guarantee (principal limit)	10,811.00*	10,811.00*
	Purpose	Security towards borrowings availed by KMLL	Security towards borrowings availed by KMLL
3	a) Investment in Equity Shares b) Investment in Preference Shares; i) Classified as investment in preference shares Investment ii) Classified as Contribution to Equity Capital of subsidiary	4,180.00 1,211.78** 2,271.22	4,180.00 1,211.78** 2,271.22
4	Security given (Pledge of investment of 35.00 Lakhs equity shares of Kesar Multimodal Logistics Ltd with lender of KMLL)	350.00	350.00

* The total outstanding loans of Lenders as at 31st March 2024 is ₹ 20,325.37 Lakhs (Previous Year ₹ 16,737.93 Lakhs) against Corporate Guarantee.

** As against the investments in the form of Loan and investment in Preference share capital in KMLL, the company has made a provision for impairment written off a sum of ₹ 6,858.33 lakhs {Refer note 34(a)}.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

44 Supplementary statutory information

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Expenditure in foreign currency (Foreign Travelling & Business Promotion Expenses)	16.25	0.00

45 Leases

Maturity analysis of lease liabilities

Maturity analysis –contractual undiscounted cash flows	As on 31 st March, 2024	As on 31 st March, 2023
Less than one year	1,543.42	2,672.17
One to five years	2,789.55	2,732.47
More than five years	19,878.30	20,597.67
Total undiscounted lease liabilities	24,211.27	26,002.31
Current	1,543.42	2,046.76
Non-Current	5,251.95	4,864.66
Lease liabilities included in the statement of financial position	6,795.37	6,911.42

Amounts recognised in Statement of Profit or Loss:

PARTICULARS	2023-24	2022-23
Interest on lease liabilities	725.05	733.44
Variable lease payments not included in the measurement of lease liabilities	0.00	0.00
Income from sub-leasing right-of-use assets	0.00	0.00
Expenses relating to short-term leases	0.00	0.00
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	33.98	30.44

Amounts recognised in the statement of cash flows.

Particulars	2023-24	2022-23
Total cash outflow for leases	807.70	577.58

46 The Micro, Small and Medium Enterprises to whom amount was payable and outstanding for more than stipulated period (as per the terms & conditions of the orders) are as under: -

PARTICULARS	As at 31 st March, 2024	As at 31 st March, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier	1.86	1.32
The amount of Principal and interest paid beyond the appointed day	4.82	1.65
The amount of interest due and payable on delayed payments	0.00	0.00
The amount of interest accrued and remaining unpaid	0.00	0.00
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	0.00	0.00

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Act, 2006."

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

47 Earnings per Share (EPS):

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹ in Lakhs)	69.42	427.83
b) Weighted average number of Equity Shares Outstanding	1,09,26,475	1,09,26,475
Basic & Diluted EPS (₹)	0.64	3.92
Face Value per Share (₹)	5.00	5.00

48 Details of vehicle loans where no charges or satisfaction are registered with Registrar of Companies are given below.

Asset Details	Bank	Date Of Loan	₹ in Lakhs	Reasons
Jaguar Car	YES Bank	18-10-2019	44.00	Charges not registered with MCA as no documents provided by the lenders.

49 Financial Ratios and reason for material variances are as given below

(₹ in Lakhs)

PARTICULARS	2023-24	2022-23	% Variance	Reason for variance
(i) Current Ratio				Due to increase in Short term loan taken during the year
Current Assets	857.78	1,349.48		
Current Liabilities	2,746.61	2,477.68		
Current Ratio	0.31	0.54	(43%)	
(ii) Debt-equity ratio				Due to increase in short term loan taken during the year
Long term Borrowing and Other Current Liabilities	590.16	69.13		
Cash and Cash Equivalent	266.25	97.62		
Total	323.91	(28.49)		
Equity				
Equity share capital	546.32	546.32		
Other Equity	8,355.39	8,302.14		
Total	8,901.71	8,848.46		
Net debt/Equity Ratio	0.04	-	1230%	
(iii) Debt Service coverage ratio				Due to low EBITDA on account of lower turnover and increase in operating expenses.
EBITDA	1,093.84	1,530.40		
Interest, Pricipal & lease payments	680.17	673.64		
	1.61	2.27	(29%)	

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PARTICULARS	2023-24	2022-23	% Variance	Reason for variance
(iv) Return on Equity Ratio				
Net income	53.25	425.63		Due to Decrease in net income on account of lower turnover and increase in expenses.
Shareholder`s Equity	8,875.08	8,635.64		
	0.60%	4.93%	(88%)	
(v) Inventory Turnover Ratio				Due to increase in cost of services provided
Opening Stock	5.70	7.49		
Closing Stock	5.57	5.70		
Average Stock	5.64	6.59		
Cost of Goods sold	1,530.07	1,406.74		
Inventory Turnover	271.50	213.35	27%	
(vi) Trade receivables turnover ratio				
Opening Debtors	410.02	272.77		
Closing Debtors	329.83	410.02		
Average Debtors	369.93	341.40		
Sales	2,986.54	3,349.66		
Debtors Turnover	8.07	9.81	(18%)	
(vii) Trade payables turnover ratio				
Other Expenses	894.36	721.66		
Average Trade payables	139.98	91.12		
	6.39	7.92	(19%)	
(viii) Net Capital Turnover ratio				Due to decrease in Turnover and increase in current liability on account of increase in short term loans
Net Sales	2,986.54	3,349.66		
Working Capital	(1,508.52)	(932.57)		
	(1.98)	(3.59)	45%	
(ix) Net Profit ratio				Due to low Net profit in previous year consequent to lower turnover and increase in expenses.
Net Profit	129.02	597.87		
Sales	2,986.54	3,349.66		
Net Profit Margin (%)	4.32%	17.85%	(76%)	
(x) Return on Capital employed				Due to lower earnings in previous year consequent to lower turnover and increase in expenses.
Earnings before Interest and Tax	855.47	1,337.54		
Capital Employed	9,491.87	8,917.59		
	9%	15%	(40%)	
(xi) Return on investment				Due to higher return on investment in mutual funds during the year
Opening Investment	6,959.64	6,858.39		
Closing Investment	6,858.39	6,959.64		
Average Investments	6,909.02	6,909.02		
Gain/Interest Income on Investments	6.69	2.88		
Return on Investments	0.10%	0.04%	132%	

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

50 Tax Expenses

(a) Income tax expense

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Current Tax		
Current Tax	120.00	263.00
Adjustments of prior year	17.71	1.10
Total-A	137.71	264.10
Deferred tax		
Deferred tax charge/(credit)	(78.15)	(94.10)
Total-B	(78.15)	(94.10)
Total tax expense A+B	59.56	170.00

b) Reconciliation of tax expense and the accounting profit

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Profit before tax	129.02	597.83
Income tax expense calculated at 25.168%	32.47	150.47
i) Tax effect of:		
Add :		
Corporate social responsibility expenses not allowed as deduction	5.22	6.36
Provisions for Retirement Benefits	2.51	1.10
Difference in Depreciation and Amortisation	57.95	61.62
Interest on lease liability	182.48	184.89
Gain on Valuation of Mutual Fund	0.25	(0.25)
Deferred Tax Expense for the year	(78.15)	(94.10)
Profit on Sale of property, plant and equipment	-	(0.73)
Rent Expenses as per GAAP	(160.46)	(149.16)
Provisions for doubtful Debts	(0.41)	0.70
Excess provision of previous years reversed	17.71	1.10
Interest u/s 234C	-	8.00
Total Expenses	59.56	170.00

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

The following table provides the details of income tax assets and liabilities as at March 31, 2024 and March 31, 2023:

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Income tax assets	168.41	186.14
Current income tax liabilities	340.61	303.75
Net balance	(172.20)	(117.61)

The gross movement in the current tax asset/ (liability) for the years ended March 31, 2024 and March 31, 2023 is as follows :

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Net current income tax liability at the beginning	(117.61)	82.26
Income tax paid	83.12	64.22
Current income tax expense	(120.00)	(263.00)
Previous years adjustment	(17.71)	(1.10)
Net current income tax liability at the end	(172.20)	(117.62)

51. No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

52. ADDITIONAL REGULATORY INFORMATION

a. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024 and March 31, 2023.

b. Undisclosed Income

There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

c. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year ended March 31, 2024 and March 31, 2023.

d. Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

e. Fraud Reporting

The company has not reported any fraud during the year ended March 31, 2024, and March 31, 2023.

f. Relationship with Struck off companies

The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.

g. Details of Benami Property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

h. Title deed of immovable properties

All the title deeds of immovable properties are held in the name of the company except in respect of lease hold land as stated in note 33(a)(i).

53 The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification/disclosure.

**As per our report of even date attached
For and on behalf of**

For and on behalf of the Board of Directors

**Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W**

**H R Kilachand
Executive Chairman
DIN 00294835**

**J K Devgupta
Director
DIN 00515391**

**Bhupendra T Nagda
Partner
Membership No.F 102580**

**V J Doshi
Chief Financial Officer**

**Sarika Singh
Company Secretary**

**Place :- Mumbai
Date:- May 21, 2024**

**Place :- Mumbai
Date:- May 21, 2024**

INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Terminals and Infrastructure Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of Kesar Terminals and Infrastructure Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters mentioned in the Basis for Qualified Opinion section of our report, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the consolidated state of affairs of the Group, as at March 31, 2024, their consolidated loss including other comprehensive income, consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. We draw attention to Note 35 of the consolidated Ind AS financial statements in respect of defaults in repayment of borrowings to the lenders by Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company. As stated in the note, the total outstanding loans (including interest) availed by KMLL from Banks as at 31.03.2024 is ₹ 20,325.37 lakhs. KMLL had defaulted in repayment of borrowings to the lenders. In view of the same, lenders of KMLL had initiated Insolvency and Bankruptcy Code, 2016 (IBC) proceedings against the company being a Corporate Guarantor which have been subsequently withdrawn pursuant to the sanction of OTS (One Time settlement) by the lenders of KMLL. KMLL has made part payments towards the OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 20.12.2023 against KMLL and KMLL has filed its reply to the Company Petition and the same is kept for hearing on 04.06.2024. Another lender of KMLL has also filed a Company Petition with NCLT under IBC on 24.01.2024 against the Company and also against KMLL. The same is yet to come up for hearing. KMLL is seeking more time from the lenders for repayment of OTS dues. Pending outcome of the above, the Company has made no provision against liability that may arise, if any, on account of invocation of the corporate guarantee w.r.t. pending repayment obligations by KMLL towards the lenders.
- b. As stated in Note 35 of the consolidated Ind AS financial statements, the Subsidiary Company KMLL has incurred substantial losses during current as well as previous financial years and the net worth of the Company has completely eroded. Further, the revenues and turnovers of KMLL have not improved or achieved as per management's expectations. In view of the above, there may be an impairment in the carrying value of Property Plant and Equipment of the Subsidiary Company situated at Composite Logistics Hub at Pawarkheda, Madhya Pradesh. However, the extent of impairment is not ascertained currently and no provision has been made thereto as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets'.
- c. We draw attention to Note No. 34 of the consolidated Ind AS financial statements in respect of litigation with the Deendayal Port Trust (DPT) in respect of their demand of transfer/upfront fees and increase in lease rent on account of revision of rates for the leasehold lands and renewal of the said leases. As stated in Note, the Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat against the demand raised by the DPT. Further, since the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. The LPA/SCA filed by the Company has been dismissed by the Hon'ble Gujarat High Court and the Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. However, pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the consolidated Ind AS financial statements in respect of said incremental liability or any impact on the leased assets recognised in the financial statements being the same currently not ascertainable and accordingly depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Company as well as the right to use lease assets recognized by the Company.

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We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 35 of the consolidated Ind AS financial statements with regard to preparation of financial statements of Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary of the Parent Company on going concern basis. KMLL has incurred substantial losses during current as well as previous financial year and the net worth of the Company has completely eroded. Further, the revenues and turnovers of the KMLL have not improved or achieved as per management's expectations. KMLL has defaulted in repayment of borrowings to the lenders. In view of the defaults by KMLL, lenders of KMLL had filed petitions against KMLL and the Company, being the Guarantor with National Company Law Board (NCLT), Mumbai under the Insolvency and Bankruptcy Code (IBC) 2016. Pursuant to the sanction of One Time Settlement (OTS) proposal by lenders and the subsequent filing of form under section 12A of IBC by RP for the withdrawal of the CIRP in case of the company, NCLT vide its Order dated 19.09.2022 withdrawn the CIRP proceedings. KMLL has made part payments towards the OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders has filed a Company petition with NCLT under IBC on 20.12.2023 against KMLL and KMLL has filed its Reply to the Company Petition and the same is kept for hearing on 04.06.2024. Further, another lender of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 24.01.2024 against the Company as well as KMLL. The said petitions are yet to come up for hearing. KMLL is seeking more time from the lenders for repayment of OTS dues. The lenders of the subsidiary company have also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Company and its Subsidiary Company and the said proceedings are pending before DRT. Further, the Company has taken its Shareholders approval to enable the proposed divestment of the 100 % equity and preference shares of KMLL. In this respect, the Company has signed an SSPA (Shares Subscription and Purchase Agreement) with the DP World Multimodal Logistics Private Limited (Acquirer). The completion of SSPA is subject to the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities as detailed in SSPA. The present long stop date of SSPA is 31.07.2024. The above factors, along with other matters as set forth in the aforesaid note, indicate that a material uncertainty exists on the Subsidiary Company's ability to continue as a going concern. However, the financial statements of the Subsidiary Company have been prepared on 'going concern' basis based on management's expectation of improvement in the Subsidiary Company's revenues and business in future, extension and successful fulfilment of OTS obligations and in view of the proposed divestment of the 100 % equity and preference shares of the Subsidiary Company by the holding company. Our conclusion on the Statement is not modified in respect of this matter.

The above matter has been drawn attention to in the 'Material Uncertainty relation to Going Concern' section of the audit report issued by the auditor of KMLL vide their report dated May 21, 2024.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period.

These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other than the matters described in the Basis for Qualified Opinion section, we have determined that there are no other key audit matters to communicate in our report.

Emphasis of Matters

We draw attention to Note 35 of the consolidated Ind AS financial statements which states that pursuant the sanction of OTS proposal by the lenders, interest on bank term loans had been provided on the OTS amount based on the OTS sanctioned terms w.e.f. 01.07.2022 to 30.06.2023. As stated in note, the subsidiary company has made part payments towards OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. The subsidiary company is seeking more time from lenders for repayment of OTS dues. However, in view of the cancellation of the OTS, the interest of ₹ 1,431.15 lakhs representing differential interest calculated on the entire loan balances and interest calculated as per the OTS terms for the period from 01.07.2022 to 31.03.2023 has been accounted during the current year. Our opinion is not modified in respect of this matter.

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Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Management Discussion and Analysis Report and Corporate Governance Report but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiary, which are companies incorporated in India, have adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the Ind AS financial statements of one subsidiary whose Ind AS financial statements reflect total assets of ₹ 12,251.05 lakhs and net assets of ₹ (16,973.23) lakhs as at March 31, 2024, total revenue of ₹ 142.57 lakhs, total net loss after tax of ₹ (5,861.03) lakhs, total comprehensive income of ₹ (5,861.20) lakhs and net cash outflows amounting to ₹ 14.45 lakhs for the year ended on that date, as considered in the Consolidated Ind AS financial statements. These Ind AS financial statements have been audited by other auditor whose report has been furnished to us by the management and our opinion on the Consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

Our opinion on the Consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and except for the possible effects of the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended except as otherwise stated in the Basis of Qualified Opinion Para of this report with regard the impairment of fixed assets of the Subsidiary Company (IND AS 36 – Impairment of Assets);
- e. The matters described in the Basis for Qualified Opinion section, Material Uncertainty Related to Going Concern section and Emphasis of Matter section of our report, in our opinion, may have an adverse effect on the functioning of the Group;
- f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its Subsidiary Company, none of the directors of the Group companies, is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act.
- g. With respect to the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary company, and the operating effectiveness of such controls, we give our separate report in the “Annexure”.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the other auditors, referred to in Other Matters paragraph, on separate Ind AS financial statements of a subsidiary, the remuneration paid/ provided to their directors during the year by the Holding Company and its subsidiary company incorporated in India is in accordance with the provisions of section 197 of the Act;

- i. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, – Refer Note 34 and 35 to the consolidated Ind AS financial statements. However, as stated in the said notes, the impact of the above on financial statements of the Company cannot be ascertained at present;
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company during the year;
 - (iv)
 - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company or the Subsidiary company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or its Subsidiary company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company or the Subsidiary company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company or the Subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
 - (v) The Company and the Subsidiary Company have not declared or paid dividend during the year under audit.
 - (vi) On the basis of the information and explanations given to us and based on our examination which included test checks, the company and the Subsidiary Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company and the Subsidiary Company as per the statutory requirements for record retention.
- j. There have been qualifications or adverse remarks by the auditors on the Companies (Auditors Report) Order (CARO) report of the subsidiary company included in the consolidated Ind AS financial statements. The details of the subsidiary company and the paragraph numbers of the CARO report containing the qualifications or adverse remarks are as given below:

Sr. No	Name	CIN	Holding Company/ Subsidiary/ Associates/ Joint venture	Clause number of the CARO report which is qualified or adverse
1	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary	Clause ix (a)
2	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary	Clause xvii
3	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary	Clause xix

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 24102580BKCJEY1489

Place: Mumbai
Date: May 21, 2024

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals & Infrastructure Limited on the consolidated Ind AS financial statements for the year ended March 31, 2024]

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Kesar Terminals & Infrastructure Limited ("the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated Ind AS financial statements of Holding Company and its subsidiary company, which are companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements included obtaining an understanding of internal financial controls with reference to consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to consolidated Ind AS financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

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Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one Subsidiary company, which is company incorporated in India, is based solely on the corresponding report of the auditors of such company incorporated in India. Our opinion is not qualified in respect of this matter.

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 24102580BKCJEY1489

Place: Mumbai
Date: May 21, 2024

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

		(₹ In Lakhs)		
PARTICULARS	Note No.	As at 31st March 2024	As at 31st March 2023	
I. ASSETS				
1 Non-current assets				
(a) Property, plant and equipments	3	12,653.61	13,526.97	
(b) Capital work in progress	3	580.93	543.49	
(c) Right to Use - Lease Assets	3	5,353.05	5,543.69	
(d) Intangible assets	3	2.17	3.00	
(e) Financial Assets				
(i) Investments	4	0.05	0.05	
(ii) Loans	5	0.64	0.23	
(iii) Others	6	102.51	223.99	
(f) Deferred Tax Assets (net)	7	210.75	125.94	
2 Current assets				
(a) Inventories	8	5.57	5.70	
(b) Financial Assets				
(i) Investments	9	-	101.25	
(ii) Trade receivables	10	420.89	542.63	
(iii) Cash and cash equivalents	11	274.63	121.20	
(iv) Bank balances other than cash and cash equivalents	12	64.57	70.91	
(v) Loans	13	2.98	1.28	
(vi) Others	14	200.00	55.27	
(c) Other current assets	15	147.19	127.12	
TOTAL		20,019.54	20,992.72	
II. EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share capital	16	546.32	546.32	
(b) Other equity	17	(10,193.25)	(5,008.50)	
2 Liabilities				
A Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	14.75	40.16	
(ii) Lease Liabilities	19	5,420.29	5,026.14	
(b) Provisions	20	79.07	58.25	
B Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	21	1,056.05	528.97	
(ii) Lease Liabilities	22	1,591.24	2,093.49	
(iii) Trade payables				
- Total outstanding dues of micro enterprises and small enterprises	23	1.86	3.10	
- Total outstanding dues of creditors other than micro enterprises and small enterprises	23	314.85	178.00	
(iv) Others financial liabilities	24	20,405.57	16,882.04	
(b) Other current liabilities	25	559.15	488.92	
(c) Provisions	26	62.42	50.85	
(d) Current tax liabilities (net)	27	161.22	104.98	
TOTAL		20,019.54	20,992.72	
Material accounting policies	2			

The accompanying notes form an integral part of the consolidated financial statements

**As per our report of even date attached
For and on behalf of**

For and on behalf of the Board of Directors

Chandabhoj & Jassoobhoj
Chartered Accountants
Firm Registration No.101647W

H R Kilachand
Executive Chairman
DIN 00294835

J K Devgupta
Director
DIN 00515391

Bhupendra T Nagda
Partner
Membership No.F 102580

V J Doshi
Chief Financial Officer

Sarika Singh
Company Secretary

Place :- Mumbai
Date:- May 21, 2024

Place :- Mumbai
Date:- May 21, 2024

Annual Report 2023-2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in Lakhs)

PARTICULARS	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
I Revenue:			
Income from operations	28	3,121.01	3,696.46
Other income	29	72.74	263.03
Total Income		3,193.75	3,959.49
II Expenses:			
Employee benefits expense	30	1,018.05	1,023.00
Finance cost	31	4,922.09	1,848.18
Depreciation and amortization expense	3	1,118.99	1,149.06
Other expenses	32	1,243.55	1,153.66
Total Expenses		8,302.68	5,173.90
III Loss before tax (I-II)		(5,108.93)	(1,214.41)
IV Tax Expense:			
(a) Current tax		120.00	263.00
(b) Deferred tax		(78.15)	(94.10)
(c) Short provision of earlier years		17.64	1.33
V Loss for the year (III-IV)		(5,168.42)	(1,384.64)
Loss for the year attributable to			
(a) Owners of the Company		(5,168.42)	(1,384.64)
(b) Non-Controlling Interest		-	-
VI Other Comprehensive Income			
A Items that will not be reclassified to profit or loss.			
(i) Measurements of defined employee benefit plans		(22.97)	0.81
(ii) Income tax relating to items that will not be reclassified to profit or loss.		6.64	0.90
B (i) Items that will be reclassified to profit or loss.		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss.		-	-
Total Other Comprehensive Income for the year (net of tax)		(16.33)	1.71
Total Other Comprehensive Income for the year attributable to			
a. Owners of the Company		(16.33)	1.71
b. Non-Controlling Interest		-	-
VII Total Comprehensive Income for the year (V + VI)		(5,184.75)	(1,382.93)
Total Comprehensive Income for the year attributable to			
a. Owners of the Company		(5,184.75)	(1,382.93)
b. Non-Controlling Interest		-	-
VIII Earnings per equity share of ₹ 5 each	47		
Basic (in ₹)		(47.30)	(12.67)
Diluted (in ₹)		(47.30)	(12.67)
Material accounting policies	2		

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For and on behalf of

For and on behalf of the Board of Directors

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

H R Kilachand
Executive Chairman
DIN 00294835

J K Devgupta
Director
DIN 00515391

Bhupendra T Nagda
Partner
Membership No.F 102580

V J Doshi
Chief Financial Officer

Sarika Singh
Company Secretary

Place :- Mumbai
Date:- May 21, 2024

Place :- Mumbai
Date:- May 21, 2024

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

	(₹ in Lakhs)	
PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET LOSS BEFORE TAX	(5,108.93)	(1,214.42)
Non-cash adjustments to reconcile loss before tax to net cash flows:		
Depreciation and amortisation expense	1,118.99	1,149.06
Net Gain arising on Financial Asset measured at FVTPL	-	(1.01)
Gain on Sale/Fair valuation of Mutual Fund	(4.29)	(1.83)
Interest Income	(7.27)	(10.97)
Finance Costs	4,922.09	1,848.18
Credit Balance Written Back	-	(2.13)
Profit / Loss on Sale of Property, Plant and Equipment	-	(2.92)
Provision/write back for doubtful receivables	(1.64)	0.78
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	918.95	1,764.74
Movements in working capital:		
(Increase)/Decrease in Inventories	0.13	1.79
(Increase)/Decrease in Trade Receivables	123.38	(38.94)
(Increase)/Decrease in Other Current Financial Assets-Others	(144.73)	10.73
(Increase)/Decrease in Other Current Financial Assets-Loans	(1.69)	0.45
(Increase)/Decrease in Other non current Financial assets	117.15	(122.65)
(Increase)/Decrease in Other current assets	(22.74)	(0.53)
Increase / (Decrease) in Trade Payables	102.21	(83.05)
Increase / (Decrease) in Other Current Liabilities	40.52	(198.19)
Increase/(Decrease) in current Financial Liabilities - Others	3.47	3.08
Increase / (Decrease) in Current Provisions	(11.24)	3.22
Increase / (Decrease) in Non Current Provisions	20.66	(6.63)
CASH GENERATED FROM OPERATIONS	1,146.07	1,334.02
Taxes paid	(81.39)	(43.78)
NET CASH GENERATED FROM OPERATING ACTIVITIES (A)	1,064.68	1,290.24
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipment including intangible assets & capital work in progress	(37.31)	(216.27)
Sale of Property, plant & equipment	-	4.62
Purchase of Investments in Mutual Fund	(400.00)	(425.00)
Sale of Investments in Mutual Fund	505.53	326.60
Interest Received	13.85	19.36
NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	82.07	(290.69)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of short term Borrowings to Banks and unsecured borrowings to others	(798.33)	(1,992.45)
Proceeds from Short term Borrowings from related party and others	800.00	1,910.30
Dividend Paid	(2.27)	(2.90)
Lease liabilities paid	(868.62)	(1,034.64)
Interest Paid	(130.44)	(67.51)
NET CASH USED IN FINANCING ACTIVITIES (C)	(999.66)	(1,187.20)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	147.09	(187.65)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	192.11	379.76
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	339.20	192.11
COMPONENTS OF CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS	274.63	121.20
OTHER BANK BALANCES *	64.57	70.91
TOTAL CASH AND CASH EQUIVALENTS	339.20	192.11

* Other Bank balances includes Unclaimed Dividend of ₹ 6.31 Lakhs (March 31, 2023 ₹ 8.59 Lakhs) which company can utilise only towards settlement of the respective unclaimed dividend and ₹ 54.51 Lakhs (March 31, 2023 ₹59.33 Lakhs) is held as lien with bank and customer.)

Note : Figures in brackets are outflows

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CONSOLIDATED STATEMENT OF CASH FLOWS (CONTD.)

The Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Changes in liabilities arising from financing activities.

(₹ In Lakhs)

PARTICULARS	As At 31st March, 2023	Net Cash Flow	Non Cash Changes		Other Non Cash Changes	As At 31st March, 2024
			Fair Value Changes	Current/ Non Current Classification		
Borrowings Non current	40.16	-	-	(25.41)	-	14.75
Borrowings-Current (Refer Note no.21 & 24)	16,883.19	1.67	-	25.41	4,471.15	21,381.42

(₹ In Lakhs)

PARTICULARS	As At 31st March, 2022	Net Cash Flow	Non Cash Changes		Other Non Cash Changes	As At 31st March, 2023
			Fair Value Changes	Current/ Non Current Classification		
Borrowings Non current	69.13	-	-	(28.97)	-	40.16
Borrowings-Current (Refer Note no.21 & 24)	17,141.87	(882.15)	-	28.97	594.50	16,883.19

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place :- Mumbai
Date:- May 21, 2024

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place :- Mumbai
Date:- May 21, 2024

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH , 2024

A : Equity Share Capital (Equity shares of ₹ 5 each issued, subscribed and fully paid)

(₹ In Lakhs)

Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2024
546.32	-	546.32	-	546.32

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance as at March 31, 2023
546.32	-	546.32	-	546.32

B : Other Equity

(₹ In Lakhs)

Particulars	Reserve and Surplus			Total Other Equity
	General Reserves	Retained Earnings	Other Comprehensive Income	
Balance as at 31st March, 2022	4,974.99	(8,604.34)	3.78	(3,625.57)
Total Comprehensive income for the year				
Profit for the year	-	(1,384.64)	-	(1,384.64)
Other Comprehensive Income	-	-	1.71	1.71
Balance as at 31st March, 2023	4,974.99	(9,988.98)	5.49	(5,008.50)
Total Comprehensive income for the year				
Profit for the year	-	(5,168.42)	-	(5,168.42)
Other Comprehensive Income	-	-	(16.33)	(16.33)
Balance as at 31st March, 2024	4,974.99	(15,157.40)	(10.84)	(10,193.25)

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place :- Mumbai
Date:- May 21, 2024

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place :- Mumbai
Date:- May 21, 2024

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Background

The Company was incorporated on 21st January 2008. On 12th March 2010, the Hon'ble High Court of Bombay had passed an order pursuant to Section 391 to 394 of the Companies Act 1956, sanctioning the Scheme of Arrangement by way of Demerger for transfer of the Storage Division of Kesar Enterprises Limited (KEL) into the Company as a going concern with effect from 1st January 2009 (Appointed Date).

Pursuant to the Scheme of Demerger, in consideration of the transfer of Storage Undertaking into the Company, 47,53,113 Equity Shares of ₹.10 each, fully paid up are issued and allotted on 1st June 2010 by the Company to the shareholders of Kesar Enterprises Limited (KEL) in the ratio of 10:7 i.e. for every 10 shares in KEL, 7 shares in the company

Kesar Terminals and Infrastructure Ltd is mainly engaged in the business of renting of liquid storage tanks at Kandla.

Kesar Multimodal Logistics Ltd was incorporated on 30th September 2011 as a Special Purpose Vehicle to execute Concession Agreement entered on 24th October 2011 between the Company and the Madhya Pradesh State Agricultural Marketing Board (Mandi Board) to set up a "Composite Logistics Hub" at Powerkheda, Madhya Pradesh, on Public Private Partnership (PPP) basis.

1 Principles of Consolidation

The Consolidated Financial Statements relate to Kesar Terminals & Infrastructure Ltd and its wholly owned Subsidiary Company Kesar Multimodal Logistics Ltd. The consolidated financial statements are prepared on the following basis :

- A The financial statements of the Company and it's subsidiary are combined on line-by-line basis by adding together the items of assets, liabilities, equity, income, expense and cashflows after fully eliminating material intra group balances and intra group transactions and resulting unrealized profit or losses on the group transactions.
- B Share of Non controlling interest's in net assets of the subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's Shareholder.

Non controlling Interest in the net assets of subsidiary consists of:

- (i) The amount of share in Equity Shareholder's Funds attributable to the non controlling interest at the date on which investment in subsidiary is made; and
- (ii) The non controlling interest's share of movements in share in Equity Shareholder's Funds attributable to the minority, since the date the parent subsidiary relationship comes into existence.
- (iii) The Subsidiary Company considered in the consolidated financial statement is

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest
Kesar Multimodal Logistics Ltd.	India	100.0%

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements

2 Material Accounting Policies

A Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Ministry of Corporate affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the group.

B Basis of Measurement

The financial statements have been prepared on historical cost basis except the following:

- Certain financial assets and liabilities are measured at fair value;
- Defined benefit plans- plan assets measured at fair value.

C Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

D The functional currency of the Group is the Indian Rupee (₹). These financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except when otherwise stated.

E Use of Estimates

The preparation of financial statements in conformity with recognition and measurement principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of the revenue and expenses during the reporting period and disclosures of contingent liabilities as of the date of the financial statements. Although these estimates are based upon the management’s best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to the financial statements.

Key accounting estimates :

(i) Income taxes:

The Group’s tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) Defined Benefit Obligation:

The cost of the defined benefit gratuity plan and defined benefit leave encashment plan, the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates, rates of employee turnover. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

(iii) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

F Revenue Recognition:

The Group derives revenue primarily from sale of services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those services.

The Group does not expect to have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and an entity has an enforceable right to payment for performance obligation is satisfied.

For performance obligation where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of services is recognised at a time on which the performance obligation is satisfied.

Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as 'unearned income' under liabilities.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of GST (Goods and Services Tax) and discounts.

Insurance Claims are recognised only when the claim is admitted/expected to be admitted and there is no uncertainty on receiving the claim.

Interest income is recognized using the effective interest rate method, taking into account the amount outstanding and the rate applicable.

G Property, Plant and Equipment

The Group had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 01, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Concession Premium paid/payable by the subsidiary Company to the Mandi Board for use of the land received under the concession agreement dated 24.10.2011 till the construction period is capitalized as fixed assets.

H Depreciation:

- (i) Depreciation on Plant and Machinery and Building has been provided on Straight Line Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (ii) Depreciation on other assets has been provided on Written Down Value Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iii) For property, plant and equipment purchased / disposed off during the year, depreciation has been provided on pro-rata basis with reference to the useful life of the asset period, at the applicable rates.
- (iv) The estimated useful life of the property, plant and equipment are as given below :

Description of Asset	Useful Life
Computers	3 to 6 years
Office Equipment	3 to 10 Years
Furniture & Fixtures	10 Years
Roads	5 Years
Buildings	3 to 30 Years
Plant & Machinery	10 to 25 Years
Vehicles	8 Years
Leasehold Land	30 to 44 Years

- (v) Depreciation on property, plant and equipment, whose actual cost does not exceed ₹ 5,000 is provided at the rate of hundred percent and is fully depreciated in the year of acquisition.
- (vi) Premium on Leasehold Land/Concession Premium is amortised over the period of the lease/Concession period. Opening future lease rent already capitalised in previous years have been reversed and effect for the same is given as per newly implemented INDAS 116 in previous year.
- (vii) Depreciation on Intangible Assets representing computer software has been provided on Written Down Value Method based on remaining useful life. The useful life as estimated by the management for computer software is 6 years.
- (viii) In case where property is having useful life more than lease/concession period, depreciation has been provided over the lease/concession period remaining from the year of capitalization.
- (ix) The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed at each financial year end.

I Capital Work-in-Progress:

These are stated at cost to date relating to projects in progress, incurred during construction / pre-operative period (Net of income) and the same is allocated to the respective property, plant and equipment on the completion of their construction.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

J **Borrowing Cost:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

K **Employee benefits:**

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be fully paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

L **Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognized outside the Statement of Profit and Loss are recognized outside the Statement of Profit and Loss, either in other comprehensive income or in equity.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

M Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit or loss after tax for the year (net of prior period items) attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss after tax (net of prior period items) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

N Provisions:

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

O Contingent Liabilities and Contingent asset :

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are neither recognized nor disclosed, in the financial statements except when there is a virtual certainty to receive the same.

P Leases:

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Under Ind AS 17

In the comparative period, as a lessee the company classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in the company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Land under perpetual lease is accounted as finance lease which is recognised at upfront premium paid for the lease and the present value of the lease rent obligation. The corresponding liability is recognised as a finance lease obligation. Land under non-perpetual lease is treated as operating lease.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Operating lease payments for land are recognised as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

Q Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

R Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the statement of profit and loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

S Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

(i) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets which are not at fair value through statement of profit and loss, are adjusted to the fair value on initial recognition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

Financial Asset at amortised cost:

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial Asset at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Asset is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through statement of Profit and Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

(iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(iv) Impairment of financial assets

The Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- (b) Financial assets that are debt instruments and are measured as at FVTOCI
- (c) Trade receivables or any contractual right to receive cash or another financial asset
- (d) Loan commitments which are not measured as at FVTPL
- (e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Group to track changes in credit risk rather; it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss.

Part II - Financial Liabilities

(i) Initial recognition and measurement

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the Statement of Profit and Loss, loans and borrowings and payables.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through statement of profit and loss

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains / loss are not subsequently transferred to statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through statement of profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the statement of profit and loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

(iii) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

NOTE 3 Property, Plant and Equipments, Capital Work in Progress, Right to use-Lease Assets and Intangible Assets (Owned, unless stated otherwise)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation			Net Block
	Balance as at 1st April 2023	Additions	Adjustments/ Disposals	Balance as at 1st April 2023	Depreciation /amortization charge for the year	On Disposals/ Adjustment	Balance as at 31st March 2024
(a) Property, Plant and Equipments							
(i) Land							
(1) Free Hold Land	498.32	-	-	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	79.80	11.92	-	167.33
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-	-
(4) Land/Site Development	3,425.33	-	-	564.13	77.38	-	2,783.82
Total	4,182.81	-	-	644.04	89.30	-	3,449.47
(ii) Buildings	6,707.70	0.97	-	1,763.15	244.40	-	4,701.12
(iii) Plant and Equipment	3,410.51	-	-	1,452.40	175.78	-	1,782.33
(iv) Plant and Equipment (Railway Siding)	5,334.47	-	-	2,347.37	338.53	-	2,648.57
(v) Furniture and Fixtures	34.50	0.19	-	26.05	1.37	-	7.27
(vi) Office Equipments	106.53	7.66	-	99.04	7.02	-	8.13
(vii) Vehicles	219.71	-	-	137.21	25.78	-	56.72
Total	19,996.23	8.82	-	6,469.26	882.18	-	12,653.61
(b) Capital Work in Progress	543.49	37.44	-	-	-	-	580.93
(c) Right to Use - Lease Assets	6,317.59	45.34	45.34	773.90	235.98	45.34	5,353.05
(d) Intangible Assets							
Computer software	38.22	-	-	35.22	0.83	-	2.17
Total (a+bb+c+d)	26,895.53	91.60	45.34	7,278.38	1,118.99	45.34	18,589.76

CWIP Ageing schedule

FOR THE YEAR ENDED 31ST MARCH 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	37.44	-	1.30	533.59	572.33
Projects temporarily suspended	-	0.27	-	8.33	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2024

NOTE 3 Property, Plant and Equipments, Capital Work in Progress and Intangible Assets (Owned, unless stated otherwise) (FOR THE YEAR ENDED 31ST MARCH, 2023)

(₹ in Lakhs)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation			Net Block Balance as at 31st March 2023
	Balance as at 1st April 2022	Additions/ Adjustment	Adjustments/ Disposals	Balance as at at 1st April 2022	Depreciation/ amortization charge for the year	On Disposals/ Adjustment	
(a) Property, Plant and & Equipments							
(i) Land							
(1) Free Hold Land	498.32	-	-	498.32	-	-	498.32
(2) Lease Hold Land	259.05	-	-	259.05	11.89	-	179.25
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-	-
(4) Land/Site Development	3,425.33	-	-	3,425.33	77.17	-	2,861.20
Total	4,182.81	-	-	4,182.81	89.06	-	3,538.77
(ii) Buildings	6,707.28	0.42	-	6,707.70	250.96	-	4,944.55
(iii) Plant and Equipment	3,374.66	35.85	-	3,410.51	178.95	-	1,958.11
(iv) Plant and Equipment (Railway Siding)	5,334.47	-	-	5,334.47	337.60	-	2,987.10
(v) Furniture and Fixtures	34.50	-	-	34.50	2.36	-	8.45
(vi) Office Equipments	107.49	0.92	1.88	106.53	11.20	1.79	7.49
(vii) Vehicles	232.25	-	12.54	219.71	38.25	10.93	82.50
Total	19,973.46	37.19	14.42	19,996.23	908.38	12.72	13,526.97
(b) Capital Work in Progress	577.56	1.78	35.85	543.49	-	-	543.49
(c) Right to Use - Lease Assets	6,272.52	90.41	45.34	6,317.59	240.07	45.34	5,543.69
(d) Intangible Assets							
Computer software	37.84	0.38	-	38.22	0.61	-	3.00
Total (a+b+c+d)	26,861.38	129.76	95.61	26,895.53	1,149.06	58.06	19,617.15

CWIP Ageing schedule

FOR THE YEAR ENDED 31ST MARCH 2023

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects in progress	-	1.30	12.27	534.89
Projects temporarily suspended	-	0.27	-	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

4. NON CURRENT FINANCIAL ASSETS - INVESTMENTS	(₹ In Lakhs)	
PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Other Investments		
Investments in Equity Instruments (Unquoted)		
200 Shares of ₹ 25 each fully paid in Jain Sahakari Bank Ltd (Previous Year: 200 Shares)	0.05	0.05
{Aggregate amount of Unquoted Investments is ₹ 0.05 Lakh (Previous Year : ₹ 0.05 Lakh)}		
Total	0.05	0.05
5. NON CURRENT FINANCIAL ASSETS - LOANS		
Unsecured, Considered good		
Loans and Advances to Employees	0.64	0.23
Total	0.64	0.23
6. NON-CURRENT FINANCIAL ASSETS - OTHERS		
Unsecured, Considered good		
(a) Security Deposits	91.00	86.41
Less: Provision for Doubtful Deposits	(4.18)	-
(b) Fixed Deposits with maturity of more than 12 months (Held as lien/security with various Banks,customers and government agencies)	14.99	132.97
(c) Interest accrued on Deposits	0.70	4.61
Total	102.51	223.99
7. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred Tax Assets		
i) Expenses allowable on payment basis for Tax purposes	33.87	26.04
ii) Fair Valuation of Investments and Lease payments	414.09	350.54
	447.96	376.58
(b) Deferred Tax Liability		
Impact of difference between carrying value of fixed asset as per tax base and as per financial statements	(237.21)	(250.64)
Net Deferred Tax Liabilities (a+b)	210.75	125.94
8. INVENTORIES		
Stores and spares	5.57	5.70
(Valued at Lower of Cost and Net Realisable Value)		
Total	5.57	5.70

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

9. CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Investment in Mutual Funds (Unquoted)		
Nil (Previous Year : 3,68,254.580) units in HDFC Short Term Debt Fund	-	101.25
Total	-	101.25
Aggregate amount of Unquoted Investment at Market Value (NAV)	-	101.25
Aggregate Cost of Unquoted Investment	-	100.24

10. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

Unsecured

Considered Good	420.89	542.63
Considered Doubtful	30.40	11.07
Total	451.29	553.70
Less: Allowance for bad and doubtful debts	(30.40)	(11.07)
Total	420.89	542.63

For the year ended 31.03.2024

PARTICULARS	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	373.67	15.11	37.34	10.54	14.63	451.29
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	373.67	15.11	37.34	10.54	14.63	451.29
Less: Allowance for bad and doubtful debts						(30.40)
Total						420.89

For the year ended 31.03.2023

PARTICULARS	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	478.61	39.77	28.34	0.55	6.43	553.70
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	478.61	39.77	28.34	0.55	6.43	553.70
Less: Allowance for bad and doubtful debts						(11.07)
Total						542.63

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

11. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS	(₹ In Lakhs)	
PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Balance with Banks		
In Current Accounts	271.62	118.46
(b) Cash on hand	3.01	2.74
Total	274.63	121.20
12. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
(a) Balance with Banks on unclaimed Dividend Accounts	6.31	8.59
(b) Fixed Deposits with original maturity of more than 3 months but less than 12 months	58.26	62.32
(₹ 54.51 Lakhs (March 31, 2023 ₹62.32 Lakhs) is held as lien with bank and customer.)		
Total	64.57	70.91
13. CURRENT FINANCIAL ASSETS - LOANS		
Unsecured , Considered Good		
Loans and Advances to Employees	2.98	1.28
Total	2.98	1.28
14. OTHER FINANCIAL ASSETS - OTHERS		
Unsecured , Considered Good		
Security Deposits	200.00	55.27
Total	200.00	55.27
15. OTHER CURRENT ASSETS		
Unsecured, Considered good		
(a) Prepaid expenses	51.65	38.03
(b) GST Input Credit & Cash Ledger Balances	68.40	47.28
(c) Other advances recoverable in cash or kind	26.93	41.53
(d) Group Gratuity Fund	0.21	0.28
Total	147.19	127.12

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

16. SHARE CAPITAL

(₹ In Lakhs)

PARTICULARS	As at	
	31st March, 2024	31st March, 2023
Authorised		
2,50,00,000 (Previous Year : 2,50,00,000) Equity Shares of ₹ 5 each (Previous Year : ₹ 5 each)	1,250.00	1,250.00
25,00,000 (Previous Year : 25,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each (Previous Year: ₹ 10 each)	250.00	250.00
Issued, Subscribed & Fully Paid up		
1,09,26,475 (Previous Year : 1,09,26,475) Equity Shares of ₹ 5 each (Previous Year : ₹ 5 each) fully paid up	546.32	546.32
Total	546.32	546.32

(a) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of reporting period

PARTICULARS	As at 31st March, 2024		As at 31st March, 2023	
	Number	(₹ In Lakhs)	Number	(₹ In Lakhs)
Shares outstanding at the beginning of the year	10,926,475	546.32	10,926,475	546.32
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,926,475	546.32	10,926,475	546.32

(b) Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹5 per share (Previous Year: ₹5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

(c) Details of each Equity Shareholder holding more than 5% of Shares

PARTICULARS	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	3,145,747	28.79%	3,145,747	28.79%
Kesar Enterprises Limited	1,040,000	9.52%	1,040,000	9.52%
V V Sahasrabudhe *	640,348	5.86%	640,348	5.86%

* Holder for Harsh Family Trust

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- (d) Aggregate Number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

PARTICULARS	Year (Aggregate No. of Shares)				
	2023-24	2022-23	2021-22	2020-21	2019-20
Equity Shares :					
i) Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
ii) Fully paid up by way of bonus shares	-	-	-	-	-
iii) Shares bought back	-	-	-	-	-

- (e) Shareholding of Promoters

Shares held by promoters at the end of the year

PROMOTER NAME	As at 31.03.2024			As at 31.03.2023		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Dilip Babasaheb Bhosale *	12,631	0.12	-	12,631	0.12	-
Rajnikant A Kilachand Huf	20,073	0.18	-	20,073	0.18	-
Harsh Rajnikant Kilachand (HUF)	39,929	0.37	-	39,929	0.37	-
Rohita Harsh Kilachand	303,409	2.78	-	303,409	2.78	-
Rohan Harsh Kilachand	305,241	2.79	-	305,241	2.79	-
Harsh Rajnikant Kilachand	498,738	4.56	-	498,738	4.56	-
V V Sahasrabudhe	640,348	5.86	-	640,348	5.86	-
India Carat Pvt Ltd**	-	-	-	14,780	0.14	-
Seel Investment Pvt Ltd	319,852	2.93	-	319,852	2.93	-
Indian Commercial Company Pvt Ltd	352,954	3.23	-	338,174	3.09	-
Kesar Enterprises Ltd.	1,040,000	9.52	-	1,040,000	9.52	-
Kesar Corporation Pvt Ltd	3,145,747	28.79	-	3,145,747	28.79	-
Total	6,678,922	61.13		6,678,922	61.13	

* Executor of Shreemati Ambalal Kilachand estate

** Amalgamated with Indian Commercial Company Pvt. Ltd. w.e.f. 19.10.2023

17. OTHER EQUITY

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) General Reserve		
Opening Balance	4,974.99	4,974.99
(+) Addition during the year	-	-
Closing Balance	<u>4,974.99</u>	<u>4,974.99</u>
(b) Retained Earnings		
Opening Balance	(9,988.98)	(8,604.34)
(+) Net Profit/(Loss) for the current year	(5,168.42)	(1,384.64)
(-) Final Dividend Paid	-	-
Closing Balance	<u>(15,157.40)</u>	<u>(9,988.98)</u>
(c) Other Comprehensive Income		
Opening balance	5.49	3.78
(+) Addition during the year	(16.33)	1.71
Closing Balance	<u>(10.84)</u>	<u>5.49</u>
Total	<u>(10,193.25)</u>	<u>(5,008.50)</u>

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

18. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS		(₹ In Lakhs)	
PARTICULARS	As at 31st March, 2024	As at 31st March, 2023	
Secured Borrowings			
Vehicle Loans	14.75	40.16	
Secured by way of hypothecation of respective vehicles.			
Terms of Repayments:- Repayable in 36 to 60 Equated Monthly Installments starting from the date of the loan and carrying Interest ranging from 8.01% to 9.90% p.a.			
(refer note no.48)			
Total	14.75	40.16	
[Out of total Secured Borrowings of ₹ 40.16 lakhs (March 31, 2023 : ₹ 25.41 lakhs), borrowings of ₹28.97 lakhs (March 31, 2023 : ₹ 28.97 lakhs) having Current Maturities, have been disclosed in note no.21]			
19. NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES			
Lease Liabilities Payable	5,420.29	5,026.14	
Total	5,420.29	5,026.14	
20. NON CURRENT - PROVISIONS			
Provision for employee benefits			
(a) Gratuity (Funded)	24.92	-	
(b) Leave Encashment (unfunded)	54.15	58.25	
Total	79.07	58.25	
21. CURRENT FINANCIAL LIABILITIES - BORROWINGS			
(a) Current maturities of long-term debt			
Current maturities of long-term debt - secured borrowings (refer note no. 18)	25.41	28.97	
(b) Unsecured Loan			
i) From related party	480.64	500.00	
(Terms of Repayments:- Repayable on demand and carrying Interest rate of 8% p.a.)			
ii) From Others	550.00	-	
Terms of Repayments:- Repayable in 12 Equated Monthly Installments starting from the date of the loan and carrying Interest rate of 15% p.a.)			
Total	1,056.05	528.97	
22. CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES			
Lease Liabilities payable	1,591.24	2,093.49	
Total	1,591.24	2,093.49	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

23. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Total outstanding dues of micro enterprises and small enterprises (refer note no. 46)	1.86	3.10
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	314.85	178.00
Total	316.71	181.10

PARTICULARS	As at 31st March, 2024				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1.86	-	-	-	1.86
(ii) Others	256.24	28.52	8.61	18.63	312.00
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	2.85	2.85
Total	258.10	28.52	8.61	21.48	316.71

PARTICULARS	As at 31st March, 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	3.10	-	-	-	3.10
(ii) Others	152.89	21.67	0.59	2.85	178.00
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	155.99	21.67	0.59	2.85	181.10

24. CURRENT FINANCIAL LIABILITIES - OTHERS

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Interest accrued but not due on borrowings		
i) Interest accrued on OTS dues	-	383.71
ii) Others	2.01	46.39
(b) Unclaimed dividends	6.31	8.59
(c) Recalled Long Term Borrowings including Interest (Secured) (also refer note no.35)*	20,325.37	16,354.22
(d) Unearned Income	71.88	89.13
Total	20,405.57	16,882.04

* Recalled Long Term Borrowings including Interest (Secured)-Project Loans

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Primary Security : Secured by way of 1st charge on all fixed assets excluding Land (since the land is given by the Mandi Board under the concession agreement) of the composite logistics hub at Powerkheda, Madhya Pradesh on paripassu basis.

Collateral security : 2nd charge over all current assets (present & future) of the Composite Logistics Hub at Powerkheda, Madhya Pradesh on paripassu basis.

Corporate Guarantee : Corporate guarantee of Kesar Terminals & Infrastructure Limited (Holding Company).

Terms of Repayment:

Term Loans are repayable in 16 to 28 equal quarterly installments after the moratorium period ranging from 3 to 4 years from the date of first disbursement of the respective term loans.

Rate of interest:

Rate of Interest is in the range of 10.50% to 12.70% (PY 10.50% to 12.70%) which is based on the original sanction letters.

25. OTHER CURRENT LIABILITIES

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
(a) Advance from Customers	-	1.95
(b) Deposits from customers	3.00	3.00
(c) Statutory Liabilities	37.90	44.20
(d) Payables -(For Capital Goods)	385.74	376.79
(e) Outstanding Liabilities for expenses	132.51	62.98
Total	559.15	488.92

26. CURRENT PROVISIONS

Provision for employee benefits

(a) Gratuity (Funded)	27.09	15.41
(b) Leave Encashment (Unfunded)	35.33	35.44
Total	62.42	50.85

27. CURRENT TAX LIABILITIES (NET)

Provision for Income Tax	161.22	104.98
(Net of Advance Tax ₹ 179.39 Lakhs (previous year : ₹ 198.78 Lakhs)		
Total	161.22	104.98

28. INCOME FROM OPERATIONS

PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services at Kandla, Gujarat and composite logistic hub at Powerkheda, Madhya Pradesh)	3,111.30	3,682.88
(b) Other operating revenue (Handling charges)	9.71	13.58
Total	3,121.01	3,696.46

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

29. OTHER INCOME

(₹ In Lakhs)

PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a) Interest on		
(i) Fixed Deposits	6.19	10.20
(ii) Interest on Income Tax Refund	0.73	4.18
(iii) Others	1.08	0.77
(b) Credit Balance Written Back	2.00	239.05
(c) Net Gain arising on Financial Asset measured at FVTPL	-	1.01
(d) Gain on Valuation/Sale of Mutual Funds	4.29	1.83
(e) Provision/write back for doubtful receivables	1.64	2.02
(f) Sale of Scrap	4.41	-
(g) Insurance Claim Received	50.00	-
(h) Profit on Sale of Property, Plant and Equipment	-	2.92
(i) Miscellaneous Receipts	2.40	1.05
Total	72.74	263.03

30. EMPLOYEE BENEFIT EXPENSE

(a) Salaries and Wages	906.86	914.33
(b) Contribution to Provident Fund	64.06	68.38
(c) Contribution to Gratuity Fund	13.73	15.44
(d) Staff Welfare	33.40	24.85
Total	1,018.05	1,023.00

31. FINANCE COST

(a) Interest Expense	4,901.68	1,829.95
(b) Other Borrowing Costs		
Finance Charges	20.41	18.23
Total	4,922.09	1,848.18

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

32. OTHER EXPENSES

(₹ In Lakhs)

PARTICULARS	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a) Storage & Handling Charges	79.54	64.85
(b) Transportation, Labour and Handling Charges	9.89	111.38
(c) Power & Fuel	140.59	133.94
(d) Rent	33.98	30.44
(e) Equipment Hire Charges	4.56	4.56
(f) Repairs		
(i) Plant & Machinery	314.71	226.27
(ii) Others	23.69	20.89
(g) Insurance	29.07	40.46
(h) Rates & Taxes	15.99	23.39
(i) Business Promotion Expenses	34.79	28.17
(j) Legal & Professional Fees	256.00	200.04
(k) Directors Sitting Fees	19.15	17.65
(l) Auditors Remuneration		
(i) Statutory Audit Fees including Quarterly Reviews	13.00	12.00
(ii) Out Of Pocket Expenses	0.53	0.66
(m) Allowance for doubtful debts	20.96	2.80
(n) Travelling and Conveyance Expenses	86.71	59.56
(o) Security Service Charges	45.94	44.91
(p) Connectivity and Internet Charges	8.06	8.25
(q) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note 41)	20.74	25.26
(r) Health & Safety Expenses	8.91	10.16
(s) Computer & Software Expenses	9.16	9.78
(t) Motor Car Expenses	16.90	19.24
(u) Office Expenses	2.85	0.61
(v) Listing Fees	3.26	22.03
(w) Miscellaneous Expenses	44.57	36.36
Total	1,243.55	1,153.66

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

33. Capital and other Commitments

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Estimated amount of contracts remaining to be executed and not provided for on capital account	-	-
Total	-	-

34. Contingent Liabilities

PARTICULARS	As at 31st March 2024	As at 31st March 2023
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand on account of revision in rates of Lease Rent and Transfer fee/upfront rent for change in name* (excludes interest claimed@18% which is currently unascertained)	10,222.09	7,393.69
ii) Additional demand on account of Electricity Charges **	53.42	53.42
(b) Guarantee: (Refer note 35(a))		
Bank Guarantee issued in favour of Madhya Pradesh State Agricultural Marketing Board	700.00	700.00
Bank Guarantee in favour of Commissioner of Customs, Kandla	3.75	3.75
Bank Guarantee in favour of Director General of Fire Services, Andhra Pradesh	9.33	9.33
Given to Principal Commissioner of Customs & Central Excise, Bhopal	50.00	50.00
Given to Food Corporation of India, New Delhi	-	110.20
(c) Claims against the company not acknowledged as debts	29.51	29.51
(d) Disputed liability on account of Income Tax	172.01	220.88
Total	11,240.11	8,570.78

* Pursuant to Scheme of Demerger, the Company has requested Deendayal Port Trust (DPT) (formerly known as Kandla Port Trust (KPT)) for transfer of leasehold land situated at Kandla in its name which is presently in the name of Kesar Enterprises Ltd. However, DPT has raised a demand on account of such transfer/ upfront fee for change in the name. Further DPT has also raised demand in respect of increase in the lease rent on account of revision of rates. The Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat, against the demand raised by the DPT. Further, since the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. However, vide Order dated 06.05.2022, the SCA and LPA filed by the Company has been dismissed by the Hon'ble High Court of Gujarat. However, the Company has filed a Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble High Court of Gujarat. Pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the standalone financial results in respect of the above, being the same currently not ascertainable and accordingly depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and lease period as already determined and recognised in earlier years.

** Hon'ble High Court of Gujarat has set aside demand of Gujarat Electricity Board; contrarily Gujarat Electricity Board has filed Special Leave Petition in Hon'ble Supreme Court. Order is awaited.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

35. a) The total outstanding loans (including interest) availed by the Company's subsidiary - Kesar Multimodal Logistics Ltd (KMLL) from Banks as at 31.03.2024 is ₹20,325.37 Lakhs (March 31, 2023, ₹16,737.93 Lakhs). There were defaults in repayments of the borrowings by Company's subsidiary Kesar Multimodal Logistics Limited to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor in view of default was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP. KMLL has made part payments towards OTS and there are overdues as on 31.03.2024 and banks have intimated cancellation of OTS. One of the lenders of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 20.12.2023 against KMLL. KMLL has filed its Reply to the Company Petition and the same is kept for hearing on 04.06.2024. Another lender of KMLL has filed a Company petition with NCLT (National Company Law Tribunal) under IBC on 24-01-2024 against Company and also the subsidiary Company i.e. KMLL. The same is yet to come up for hearing. KMLL is seeking more time from lenders for repayment of OTS dues.

The Lenders of KMLL had also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Company and its holding company i.e. KTIL. The said proceedings are pending before DRT.

KMLL has made part payments towards OTS and there are overdues as on 31.03.2024. KMLL is seeking more time from lenders for repayment of OTS dues. Pending the outcome of the same, the Company has made no provision against liability that may arise, if any on account of invocation of the corporate guarantee w.r.t. pending repayment obligations by KMLL towards the lenders.

The company has during the year decided to divest upto 100% equity and/or preference stake in KMLL. The Board of Directors of the Company in its meeting held on 08th November, 2022 passed an enabling resolution in respect of the proposed Sale / disposal / transfer up to 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, a wholly owned Subsidiary. Further the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for purchase of equity and/or preference stake of KMLL from DP world Multimodal Logistics Private Limited (Acquirer) which is accepted by the company and SSPA (Shares Subscription and Purchase agreement) has been signed by the company on 11.09.2023. The completion of SSPA is subject to the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities as detailed in SSPA. The present Long stop date of the SSPA is 31.07.2024.

The Management expects improvement in the revenues and business of KMLL in future and successful fulfilment of OTS obligations. In view of the same and proposed divestment of the equity and preference shares of KMLL by the company, the financial statements of KMLL is prepared on a 'going concern' basis.

- b) In case of KMLL, Interest on term loan was provided upto 30.06.2023 on the entire term loan balances. However, pursuant to the sanction of the OTS, interest on bank term loans had been provided on the OTS amount as per the OTS sanctioned terms w.e.f. 01.07.2022 upto 31.03.2024. However in view of the cancellation of the OTS, the interest of Rs.1431.15 lakhs representing differential interest calculated on the entire loan balances and interest calculated as per the OTS terms for the period from 01.07.2022 to 31.03.2023 was accounted during the current year

KMLL has incurred substantial losses during the current as well as previous financial years and the net worth of the Company has completely eroded. Further, the revenues and turnovers of KMLL have not improved or achieved as per management's expectations. In view of the above, there may be an impairment in the carrying value of Property Plant and Equipment situated at Composite Logistics Hub at Pawarkheda, Madhya Pradesh. However, the extent of impairment is not ascertained currently and hence no provision has been made.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

36. Capital Work in Progress includes

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Building-Railways Warehousing	522.65	522.65
Truck Parking Area	9.53	9.53
Water Sprinkler System	37.44	-
Preoperative Expenses		
Other Miscellaneous Expenses in respect of Pipavav Project	11.31	11.31
Total	580.93	543.49

37. Employee Benefit

Defined Benefit Plan (Gratuity Fund) - Funded

In accordance with Indian Accounting Standard 19 "Employee Benefits", actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

(a) The amounts recognized in the balance sheet are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2024	For the year ended 31st March 2023
Present Value of benefit obligations	308.82	278.79
Fair Value of plan assets	(256.80)	(263.47)
Net liability /(Assets)	52.01	15.30
(Amount shown in Balance Sheet as Liabilities/(Assets))		

(b) The amounts recognized in the statement of profit and loss are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2024	For the year ended 31st March 2023
Current service cost	12.59	14.60
Interest on obligation	1.14	0.84
Total included in employee benefit expense	13.73	15.44

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- (c) Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

(₹ In Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Opening defined benefit obligation	278.80	255.64
Current Service costs	12.60	14.60
Interest costs	20.80	18.29
Actuarial losses/ (gains) on obligations – Due to Experience	19.20	4.34
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	0.00	(0.58)
Actuarial losses/ (gains) on obligations – Due to Change in Financial Assumptions	3.23	(4.01)
Benefits paid	(25.81)	(9.48)
Closing defined benefit obligation	308.81	278.80

- (d) The amount recognized in the other comprehensive Income (OCI) is as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Actuarial (Gains)/Losses on obligation for the period	22.43	(0.26)
Return on Plan Assets, excluding interest income	0.54	(0.54)
Net actuarial losses (gains) recognized in year	22.98	(0.80)

- (e) The Reconciliation of liability in the Balance Sheet are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Opening net Liability/ (asset)	15.30	11.58
Expenses recognized in Statement of Profit or Loss	13.74	15.44
Expenses recognized in OCI	22.98	(0.80)
Employers Contribution	0.00	(10.91)
Net Liability/(Assets) Recognised in the Balance Sheet	52.02	15.31

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(f) The amount recognized as Interest Cost in the statement are as follows: (₹ In Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Present Value of Benefit Obligation at the beginning	278.79	255.63
Fair Value of Plan Assets at the beginning	(263.48)	(244.04)
Net Liability / (Assets) At the Beginning	15.31	11.58
Interest Cost	20.80	18.29
Interest Income	(19.66)	(17.45)
Net Interest cost for Current Period	1.14	0.84

(g) Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Opening fair value of plan assets	263.48	244.05
Interest Income	19.66	17.46
Return on Plan Assets, Excluding Interest Income	(0.54)	0.54
Contributions by employer	0.04	10.95
Benefits paid	(25.81)	(9.48)
Closing fair value of plan assets	256.83	263.52

Plan Assets are invested in Group Gratuity Scheme of Life Insurance Corporation of India.

(h) Principal actuarial assumptions at the balance sheet date:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Discount rate	7.20%	7.46%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	7.20%	7.46%
Attrition rate	3.00%	3.00%
Mortality Tables	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

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The expected rate of return on plan assets is based on the expectations of the average long term rate of return expected on investments of the fund during the estimated term of the obligation.

The estimates of future salary increases are considered taking into account inflation, seniority promotion and other relevant factors.

(i) Amounts for the current and previous four years are as follows:

(₹ In Lakhs)

Particulars	Defined Benefit (Gratuity) Plan				
	For the year ended 31 st March 2024	For the year ended 31 st March 2023	For the year ended 31 st March 2022	For the year ended 31 st March 2021	For the year ended 31 st March 2020
Defined benefit obligation	308.82	278.79	255.63	249.05	244.49
Plan assets	256.81	263.47	244.05	234.04	217.21
Surplus/ (deficit)	(52.01)	(15.32)	(11.58)	(15.01)	(27.28)

(j) Experience Adjustment:

Particulars	Defined Benefit (Gratuity) Plan				
	For the yearended 31 st March 2024	For the yearended 31 st March 2023	For the yearended 31 st March 2022	For the yearended 31 st March 2021	For the yearended 31 st March 2020
On plan Liability (Gains)/ Losses	19.20	4.33	0.16	(6.26)	(6.82)
On plan Assets Gains/ (Losses)	(0.51)	0.64	0.86	0.55	0.95

The liability for Compensated Leave Absence as at March 31, 2024 is ₹ 89.49 Lakhs (March 31, 2023: ₹ 93.69 Lakhs) disclosed under Non-Current Liabilities - Provisions and Current Liabilities - Provisions.

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 31.32 Lakhs (March 31, 2023: (₹)18.03 Lakhs)).

Defined Contribution Plans

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 64.06 Lakhs (Previous Year ₹ 68.38 Lakhs)

(k) Maturity Analysis of the Benefit Payments: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting

Particulars	For the year ended 31 st March 2024	For the year ended 31 st March 2023
1st Following Year	113.22	55.37
2nd Following Year	28.98	20.59
3rd Following Year	34.41	72.33
4th Following Year	20.62	28.88
5th Following Year	10.02	19.72
Sum of Years 6 To 10	100.54	91.22
Sum of Years 11 and above	142.07	151.87

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(I) Sensitivity Analysis

(₹ In Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Projected Benefit Obligation on Current Assumptions	308.82	278.79
Delta Effect of +1% Change in Rate of Discounting	(11.62)	(12.27)
Delta Effect of -1% Change in Rate of Discounting	12.98	13.73
Delta Effect of +1% Change in Rate of Salary Increase	9.81	12.16
Delta Effect of -1% Change in Rate of Salary Increase	(10.01)	(11.43)
Delta Effect of +1% Change in Rate of Employee Turnover	0.10	(0.05)
Delta Effect of -1% Change in Rate of Employee Turnover	(0.15)	0.03

The Company has a defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the following risks:

Interest rate risk: A fall in the discount rate which is linked to the Government Securities. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

Para 139 (c) Characteristics of defined benefit plans:

During the year, there were no plan amendments, curtailments, and settlements.

Para 147 (a)

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

38. RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities, comprises borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. Market risk is applicable to variable rate borrowing. Equity risk is not applicable since company does not have equity investments. Foreign exchange risk is not applicable since the company does not have long term imports. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk Management	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Interest rate risk	Variable Rate Borrowing	Interest rate sensitivity	Mix of fixed versus floating rate

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

a) Ageing :

(₹ In Lakhs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
0-180 days	373.67	478.61
More than 180 days	77.62	75.10
Total	451.29	553.71

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

b) Movement in expected credit loss allowance on trade receivables :

(₹ In Lakhs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	11.07	10.30
Add:- Additional provision made	19.33	0.77
Balance at the end of the year	30.40	11.07

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2024 and March 31, 2023

Year ended 31st March, 2024

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	20,325.37	-	-	20,325.37
Unsecured Borrowing	480.64	-	-	480.64
Car Loan	25.41	14.75	-	40.16
Trade Payables	316.71	-	-	316.71
Others	78.19	-	-	78.19
Lease Liability	1,591.24	2,841.53	2,578.76	7,011.53
Interest outstanding	2.01	-	-	2.01

Year ended 31st March, 2023

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	16,354.22	-	-	16,354.22
Unsecured Borrowing	500.00	-	-	500.00
Car Loan	28.97	40.16	-	69.13
Trade Payables	181.10	-	-	181.10
Others	97.72	-	-	97.72
Lease Liability	2,093.49	2,774.67	2,251.46	7,119.62
Interest outstanding	430.10	-	-	430.10

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Interest rate risk

The Company has MCLR based borrowing and depending on the interest rate scenario, the company decides on the mix of fixed rate versus variable rate borrowing.

Interest rate sensitivity

Variable interest rate loans are exposed to interest rate risk, the impact on profit or loss before tax may be as follows:

(₹ In Lakhs)

PARTICULARS	Impact on profit before tax	
	2023-24	2022-23
Interest rate – increase by 100 basis points (100 bps)	191.19	76.31
Interest rate – decrease by 100 basis points (100 bps)	(191.19)	(76.31)

39. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the value of the share and to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Debt Equity Ratio

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
Net Debt		
a) Long term Borrowing and Other Current Liabilities	21,396.17	16,923.35
b) Cash and Cash Equivalent	274.63	121.20
Net Debt (a-b)	21,121.54	16,802.15
Equity		
c) Equity share capital	546.32	546.32
d) Other Equity	(10,193.25)	(5,008.50)
Total Equity (c+d)	(9,646.93)	(4,462.18)
Net debt/Equity Ratio	(2.19)	(3.77)

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

40 Financial Instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies. The carrying value of financial instruments by categories is as follows:

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2024			As at 31st March, 2023		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
-Non Current-Investments	0.05			0.05		
-Other Non Current Assets-Loans	0.64			0.23		
-Other Non Current Assets	102.51			223.99		
-Current-Investments			-			101.25
-Trade Receivables	420.89			542.63		
-Cash and Cash equivalents	274.63			121.20		
-Bank balances other than cash and cash equivalents	64.57			70.91		
-Current Financial Assets-Loans	2.98			1.28		
-Current Financial Assets-Others	200.00			55.27		
Total financial Asset	1,066.27	-	-	1,015.56		101.25
Financial Liabilities						
-Long term Borrowings	14.75			40.16		
-Lease Liability	7,011.53			7,119.63		
-Trade payable	316.71			181.10		
-Other Financial Liabilities	20,405.57			16,882.04		
- Borrowings	1,056.05			528.97		
Total financial liabilities	28,804.61	-	-	24,751.90	-	-

41 CSR Expenditure:

(₹ in Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Excess amount spent in earlier years brought forward	-	5.24
a) Gross Amount required to be spent by the Company during the year	20.75	25.26
b) Amount spent during the year*	20.75	20.02
c) Excess of CSR spent carried forward to avail set off in next 3 financial years	0.00	-

* Out of ₹ 20.75 Lakh, ₹ 3.50 Lakh is incurred towards development of crematorium and gardening work in Nandgaon village, Boisar, Palghar and ₹.17.25 Lakhs is donated to Raginiben Bipinchandra Sevakarya Trust, Ahmedabad towards toward helping and empowering the poor in Healthcare, education and Food Distribution needs.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

42 Segment Reporting

In the opinion of the Management and based on consideration of dominant source and nature of risks and returns, the group's activities during the year revolved around single segment namely i.e. Logistics Business". Considering the nature of company's business and operations, there are no separate reportable segments (Business and/or Geographical) in accordance with the requirement of Indian Accounting Standard 108

43 Related party disclosures under Indian Accounting Standard -24

Names of related parties and nature of related party relationships:

i) Parties where control exists

a) Kesar Multimodal Logistics Limited - Subsidiary Company

b) Key Management Personnel

Mr. H R Kilachand Executive Chairman

c) Enterprises / Entities with Joint Control or Significant Influence over Entity:

Kesar Enterprises Limited

Kesar Corporation Pvt. Ltd.

Indian Commercial Co. Pvt. Ltd.

Kilachand Devchand & Co. Pvt. Ltd.

India Carat Pvt.Ltd. (Amalgamated with Indian Commercial Co. Pvt.Ltd.w.e.f.19.10.2023)

Seel Investment Pvt. Ltd.

H R Kilachand (HUF)

Harsh Family Trust

Rajnikant Kilachand (HUF)

ii) Parties with whom the transactions were carried out during the Year

a) Key Managerial Personnel under Companies Act, 2013:

Mr. Navlesh Kumar CEO (upto 13.01.2023)

Mr. Debasis Bhattacharya CEO (w.e.f. 13.02.2023 and upto 04.10.2023)

Mr. V J Doshi Chief Financial Officer (CFO)

Mrs. Sarika Singh Company Secretary (CS)

Mr. Rajiv Nigam CEO of Subsidiary company (w.e.f. 01.02.2024)

b) Non-Executive / Independent Directors:

Mr. A.S.Ruia Independent Director (upto 05.09.2022)

Mr. R.S.Loona Independent Director

Mr. J.K.Devgupta Non Executive Director (w.e.f. 30.09.2022)

Mrs. Nilima Ashok Mansukhani Independent Director

Mr. J.N.Godbole Independent Director (Expired on 04.01.2022)

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Disclosure of transactions with related parties and the status of outstanding balance as on 31st March, 2024:

(₹ In Lakhs)

Particulars	Kesar Enterprises Limited	H R Kilachand	Seel Investment Pvt Ltd	Indian commercial Co Pvt Ltd
(a) Transactions				
Reimbursement of Expenses	13.84 (8.38)			
Payable for Business support services (Including GST)				8.26 -
Short Term loan received			200.00 (910.30)	
Short Term loan repaid			219.36 (410.30)	
Receipt towards Expression of Interest in case of CIRP Process			- (2.00)	
Refund of amount received towards Expression of Interest (CIRP Process)			- (2.00)	
Interest Expenses			48.83 (15.23)	
Managerial Remuneration		110.90* (134.41)		
(b) Balance outstanding				
Short Term Loan received			480.64 (500.00)	
Interest Outstanding			2.01 (13.70)	
Managerial Remuneration		8.73 -		

* Salary has been paid only till renewal date of earlier contract of employment i.e.19.12.2023

(Figures in brackets represents previous year)

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Directors Sitting fees paid to Independent and Non-Executive Directors

(₹ in Lakhs)

Name of the Director	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Mr.R.S.Loona	9.15	8.55
Mrs.Nilima Ashok Mansukhani	5.25	5.25
Mr.J.K.Devgupta (w.e.f. 30.09.2022)	4.75	3.85

Key Management personnel compensation

Name	Designation	During the Year 2023-24	During the Year 2022-23
Navlesh Kumar (upto 13.01.2023)	CEO	-	58.03
Debasis Bhattacharya (w.e.f. 13.02.2023 and upto 04.10.2023)	CEO	24.77	5.79
V J Doshi	CFO	141.08	120.82
Sarika Singh	Company Secretary	16.93	15.75
Rajiv Nigam (w.e.f. 01.02.2024)	CEO of KMLL	6.27	-

44 Supplementary statutory information

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Expenditure in foreign currency (Foreign Travelling & Business Promotion Expenses)	16.25	-

45 Maturity analysis of lease liabilities

Maturity analysis –contractual undiscounted cash flows	As on 31 st March, 2024	As on 31 st March, 2023
Less than one year	1,593.11	2,721.02
One to five years	2,841.54	2,783.69
More than five years	21,438.50	22,172.16
Total undiscounted lease liabilities	25,873.15	27,676.87
Lease liabilities included in the statement of financial position as on date	7,011.53	7,119.63
Current	1,591.24	2,093.49
Non-Current	5,420.29	5,026.15

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Amounts recognised in profit or loss

(₹ in Lakhs)

PARTICULARS	2023-24	2022-23
Interest on lease liabilities	748.59	756.06
Variable lease payments not included in the measurement of lease liabilities	-	-
Income from sub-leasing right-of-use assets	-	-
Expenses relating to short-term leases	-	-
Expenses relating to leases of low-value assets,excluding short-term leases of low value assets	33.98	30.44

Amounts recognised in the statement of cash flows

PARTICULARS	2023-24	2022-23
Total cash outflow for leases	868.62	1,034.64

46 The Micro, Small and Medium Enterprises to whom amount was payable and outstanding for more than stipulated period (as per the terms & conditions of the orders) are as under: -

PARTICULARS	As at 31st March, 2024	As at 31st March, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier	1.86	3.10
The amount of Principal and interest paid beyond the appointed day	6.19	13.06
The amount of interest due and payable on delayed payments	-	-
The amount of interest accrued and remaining unpaid	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Act, 2006.

47 Earnings per Share (EPS):

PARTICULARS	For the year ended 31st March 2024	For the year ended 31st March 2023
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹ in Lakhs)	(5168.42)	(1384.64)
b) Weighted average number of Equity Shares Outstanding (Nos.)	10,926,475	10,926,475
Face Value per Share (₹)	5.00	5.00
Basic & Diluted EPS (₹)	(47.30)	(12.67)

48 Details and reasons when no charges or satisfaction are registered with Registrar of Companies are given below.

Details	Name of the Bank	Date Of Loan	(₹ In Lakhs)	Reasons
Jaguar	YES Bank	18/10/2019	44	Charges not registered with MCA as no documents provided by the lenders.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

49 Financial Ratios and reason for material variances are as given below

(₹ in Lakhs)

PARTICULARS	2023-24	2022-23	% Change in the ratio	Reason for variance
(i) Current Ratio				
Current Assets	1,115.83	1,025.36		
Current Liabilities	24,152.36	20,330.35		
Current Ratio	0.046	0.050	(8%)	
(ii) Debt-equity ratio				Due to increase in accrued interest on Bank term loans
Long term Borrowing and Other Current Liabilities	21,396.17	16,923.35		
Cash and Cash Equivalent	274.63	121.20		
Total	21,121.54	16,802.15		
Equity				
Equity share capital	546.32	546.32		
Other Equity	(10,193.25)	(5,008.50)		
Total	(9,646.93)	(4,462.18)		
Net debt/Equity Ratio	2.19	3.77	(42%)	
(iii) Debt Service coverage ratio				Due to decrease in earnings as compared to previous year
EBITDA	927.86	1,778.08		
Interest, Pricipal & lease payments	21,066.45	17,087.99		
	0.04	0.10	(58%)	
(iv) Return on Equity Ratio				Due to increase in loss for current year
Net income	(5,184.75)	(1,382.93)		
Shareholder`s Equity	(7,054.56)	(3,770.72)		
	(73.50%)	(36.68%)	(100%)	
(v) Inventory Turnover Ratio				
Opening Stock	5.70	7.49		
Closing Stock	5.57	5.70		
Average Stock	5.64	6.60		
Cost of Goods sold	1,710.08	1,710.98		
Inventory Turnover	303.47	259.44	17%	
(vi) Trade receivables turnover ratio				
Opening Debtors	542.63	504.47		
Closing Debtors	420.89	542.63		
Average Debtors	481.76	523.55		
Sales	3,121.01	3,696.46		
Debtors Turnover	6.48	7.06	(8%)	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in Lakhs)

PARTICULARS	2023-24	2022-23	% Change in the ratio	Reason for variance
(vii) Trade payables turnover ratio				
Other Expenses	1,187.67	1,087.36		
Average Trade payables	124.45	111.31		
	9.54	9.77	(2%)	
(viii) Net Capital Turnover ratio				
Net Sales	3,121.01	3,696.46		
Working Capital	(21,170.76)	(18,882.08)		
	(0.15)	(0.20)	25%	
(ix) Net Profit ratio				Due to increase in losses for the year on account of lower sales and higher interest costs.
Net Profit	(5,108.93)	(1,214.41)		
Sales	3,121.01	3,696.46		
Net Profit Margin (%)	(164%)	(33%)	(398%)	
(x) Return on Capital employed				Due to decrease in earnings consequent to higher losses in Subsidiary
Earnings before Interest and Tax	(203.17)	635.48		
Capital Employed	(8,576.13)	(3,893.05)		
	(2.37%)	16.32%	(115%)	
(xi) Return on Investments				Due to decrease in return on investment during the year
Opening Investment	100.29	0.05		
Closing Investment	0.05	100.29		
Average Investment	50.17	50.17		
Gain/Interest Income on Investment	4.29	1.83		
Return on Investment	8.55	3.65	57%	

50 Tax Expenses

(a) Income tax expense

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Current tax		
Current tax	120.00	263.00
Adjustments of prior year	17.64	1.33
Total-A	137.64	264.33
Deferred tax		
Deferred tax charge/(credit)	(78.15)	(94.10)
Total-B	(78.15)	(94.10)
Total tax expense-A+B	59.49	170.23

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

b) Reconciliation of tax expense and the tax based on accounting profit

(₹ In Lakhs)

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Profit/(Loss) before tax	(5,108.94)	(1,214.39)
Loss of subsidiary not subject to tax	5,861.10	2,358.89
Consolidation adjustment	(623.17)	(546.62)
Net profit chargeable to tax	128.99	597.88
Income tax expense calculated at 25.17%	32.46	150.47
(i) Tax effect of:		
Add :		
Corporate social responsibility expenses not allowed as deduction	5.22	6.36
Provisions for Retirement Benefits	3.01	1.10
Difference in Depreciation and Amortisation	57.95	61.62
Gain on Valuation of Mutual Fund	(0.25)	(0.25)
Deferred Tax Expense for the year	(78.15)	(94.10)
Interest on lease liability	182.48	184.89
Profit on Sale of Fixed Assets	-	(0.73)
Rent expenses as per GAAP	(160.46)	(149.16)
Provisions for doubtful Debts	(0.41)	0.70
Excess provision of previous years reversed	17.64	1.33
Interest u/s 234C	-	8.00
Total Expenses	59.49	170.23

The following table provides the details of income tax assets and liabilities as at 31st March, 2024 and 31st March, 2023:

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Income tax assets	179.39	198.78
Current income tax liabilities	340.61	303.76
Net balance	(161.22)	(104.98)

The gross movement in the current tax asset/ (liability) for the years ended 31st March, 2024 and 31st March, 2023 is as follows :

PARTICULARS	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Net current income tax liability at the beginning	(104.98)	115.57
Income tax paid (including MAT credit entitlement adjustment)	81.40	43.78
Current income tax expense	(120.00)	(263.00)
Previous years adjustment	(17.64)	(1.33)
Net current income tax liability at the end	(161.22)	(104.98)

Since the subsidiary company has incurred losses during both the years, there is no tax payable for the year.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

51 Additional information as required under Schedule III of Companies Act, 2013:

NAME OF THE ENTITY IN THE	For the Year Ended 31st March 2024		For the Year Ended 31st March 2023	
	Net Assets i.e. total assets minus total liabilities		Net Assets i.e. total assets minus total liabilities	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated net assets	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	(92.28%)	8,901.81	(198.30%)	8,848.51
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	175.94%	(16,973.24)	253.43%	(11,308.70)
Intercompany Elimination and Consolidation Adjustments	16.33%	(1,575.50)	44.87%	(2,001.99)
Total	100.00%	(9,646.93)	100.00%	(4,462.18)
Owners of the Company	100.00%	(9,646.93)	100.00%	(4,462.18)
Non Controlling Interest in Subsidiary		-		-

NAME OF THE ENTITY IN THE	For the Year Ended 31st March 2024		For the Year Ended 31st March 2023	
	Share in profit/ (loss)		Share in profit/ (loss)	
	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	1.34%	69.46	30.90%	427.87
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	(113.40%)	(5,861.06)	(170.38%)	(2,359.12)
Intercompany Elimination and Consolidation Adjustments	12.06%	623.14	39.48%	546.62
Total	100.00%	(5,168.46)	100.00%	(1,384.63)
Owners of the Company	100.00%	(5,168.46)	100.00%	(1,384.63)
Non Controlling Interest in Subsidiary		-		-

NAME OF THE ENTITY IN THE	Share in Other Comprehensive Income		Share in Other Comprehensive Income	
	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
	Parent			
Kesar Terminals & Infrastructure Ltd	98.98%	(16.16)	(128.47%)	(2.19)
SUBSIDIARY				
INDIAN				
Kesar Multimodal Logistics Limited	1.02%	(0.17)	228.47%	3.90
Intercompany Elimination and Consolidation Adjustments	0.00%	-	0.00%	-
Total	100.00%	(16.33)	100.00%	1.71
Owners of the Company	100.00%	(16.33)	100.00%	1.71
Non Controlling Interest in Subsidiary		-		-

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NAME OF THE ENTITY IN THE	Share in Total Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	1.03%	53.30	30.78%	425.67
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	(113.05%)	(5,861.23)	(170.31%)	(2,355.22)
Intercompany Elimination and Consolidation Adjustments	12.02%	623.14	39.53%	546.62
Total	100.00%	(5,184.79)	100.00%	(1,382.92)
Owners of the Company	100.00%	(5,184.79)	100.00%	(1,382.92)
Non Controlling Interest in Subsidiary		-		-

- 52 During the financial year, the group has incurred Cash Loss of ₹ 4056.94 Lakhs (Previous year ₹ 221.60 Lakhs).
- 53 The company is under the process of identifying the transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- 54 The balances in respect of Trade receivables, Trade Payables, Borrowings, Loan and advances and security deposits are subject to confirmation and consequential reconciliation if any.
- 55 No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

56 ADDITIONAL REGULATORY INFORMATION

a. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024 and March 31, 2023.

b. Undisclosed Income

There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

c. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year ended March 31, 2024 and March 31, 2023.

d. Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

e. Fraud Reporting

The company has not reported any fraud during the year ended March 31, 2024, and March 31, 2023.

f. Relationship with Struck off companies

The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.

g. Details of Benami Property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

h. Title deed of immovable properties

All the title deeds of immovable properties are held in the name of the company except in respect of lease hold land as stated in note 34(a)(i).

57 The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification/disclosure.

**As per our report of even date attached
For and on behalf of**

**Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W**

**Bhupendra T Nagda
Partner
Membership No.F 102580**

**Place :- Mumbai
Date:- May 21, 2024**

For and on behalf of the Board of Directors

**H R Kilachand
Executive Chairman
DIN 00294835**

**V J Doshi
Chief Financial Officer**

**Place :- Mumbai
Date:- May 21, 2024**

**J K Devgupta
Director
DIN 00515391**

**Sarika Singh
Company Secretary**

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Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(₹ in Lakhs)

1. Sr. No.	:	1
2. Name of the subsidiary	:	Kesar Multimodal Logistics Ltd.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	:	31st March, 2024
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	:	NA
5. Share capital	:	4180.00
6. Reserves & surplus	:	(21,153.23)
7. Total assets	:	12,251.05
8. Total Liabilities	:	29,224.28
9. Investments	:	Nil
10. Turnover	:	134.47
11. Profit/(Loss) before taxation	:	(5,861.10)
12. Provision for taxation	:	Nil
13. Profit/(Loss) after taxation	:	(5,861.03)
14. Proposed Dividend	:	Nil
15. % of shareholding	:	100 %

Notes : The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year : Nil

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures		Name 1	Name 2	Name 3
1.	Latest audited Balance Sheet Date	-	-	-
2.	Shares of Associate/Joint Ventures held by the company on the year end			
	No.			
	Amount of Investment in Associates/Joint Venture			
	Extend of Holding %			
3.	Description of how there is significant influence			
4.	Reason why the associate/joint venture is not consolidated			
5.	Networth attributable to Shareholding as per latest audited			
	Balance Sheet			
6.	Profit / Loss for the year			
	i. Considered in Consolidation			
	ii. Not Considered in Consolidation			

- Names of associates or joint ventures which are yet to commence operations. - NA
- Names of associates or joint ventures which have been liquidated or sold during the year. - NA

Note : This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

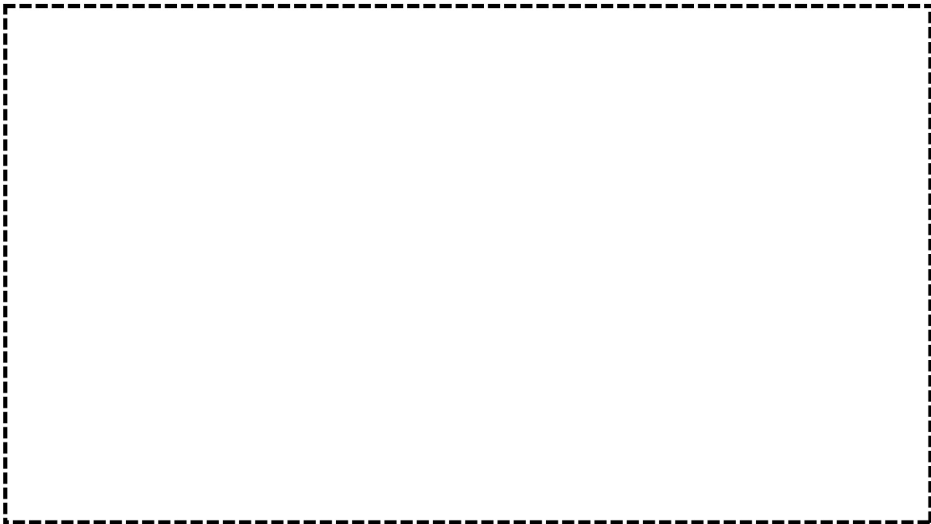
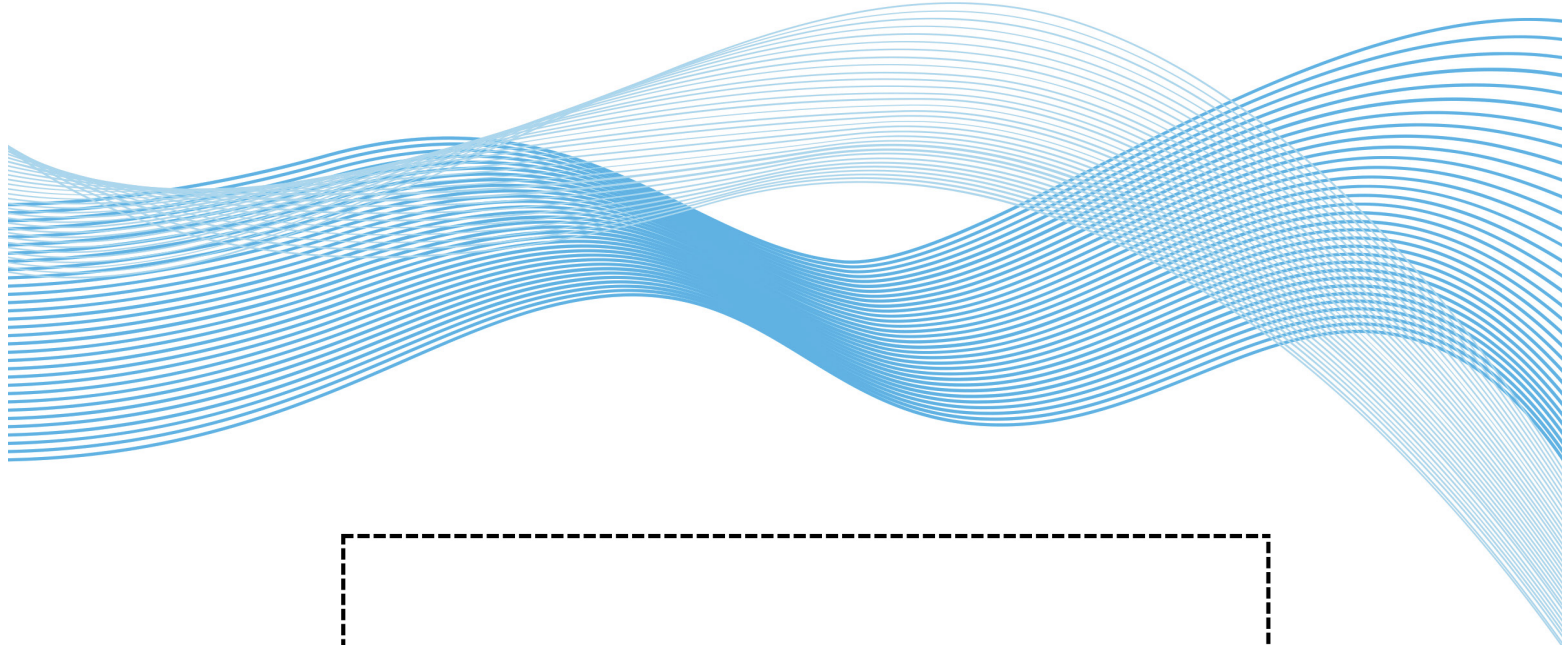
J K Devgupta
Director
DIN 00515391

V J Doshi
Chief Financial Officer

Sarika Singh
Company Secretary

Place: Mumbai
Date: May 21, 2024

Annual Report 2023-2024



If undelivered, please return to:

KESAR TERMINALS & INFRASTRUCTURE LIMITED
Oriental House, 6th Floor,
7, Jamshedji Tata Road,
Churchgate, Mumbai - 400020