

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tola 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 GSTN : 24AADCK2945C1ZR

18th August, 2020

To,

The Secretary
Corporate Relationship Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code : 533289

Sub: Notice of AGM, Book Closure and E- voting Details

This is to inform you that the 12th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 9th September, 2020 at 03:30 p.m. through Video Conferencing ("VC") or other audio visual means ("OAVM"), to transact the business(es) as mentioned in the Notice of the AGM.

Further, Members may join the AGM through VC/OAVM facility provided by Link Intime India Pvt. Ltd. on its website i.e.: <https://instameet.linkintime.co.in> by following the instructions provided in the Notes to the Notice of the AGM. Such facility shall be kept open for the Members 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

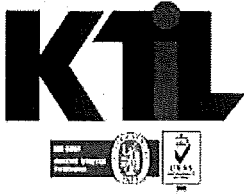
Further, we would like to inform you that pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, 2nd September 2020 to Wednesday, 9th September, 2020** (both days inclusive) for the purpose of AGM.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has appointed Link Intime India Pvt. Ltd to facilitate voting through electronic means. Accordingly, the facility of casting votes by a Member using remote e-voting system before the AGM as well as remote e-voting during the AGM ("remote e-voting") will be provided by Link Intime India Pvt. Ltd. on its website i.e. <https://instavote.linkintime.co.in> Please read carefully the instructions for voting through the e-voting platform, as given in the notice of AGM.

The Company is providing e-voting facility to its members holding shares, in either physical form or dematerialized form, as on the cut-off date i.e. **Wednesday, September 02, 2020** may cast their vote electronically to transact the business set out in the Notice of AGM.

The details of e- voting, required under Rule 20 of the Companies (Management and Administration) Rules, 2014, are given hereunder:

1. Date of completion of dispatch of Annual Report along with Notice of AGM: 18th August, 2020.
2. Date and time of commencement of e-Voting: Sunday, September 06, 2020 (9.00 a.m. IST) and end on Tuesday, September 08, 2020 (5.00 p.m. IST). E-Voting shall not be allowed beyond 5.00 p.m. on Tuesday, September 08, 2020



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3. The Annual Report and Notice of AGM is available on Company's website:
<https://www.kesarinfra.com>
4. In case of any queries regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at
<https://instavote.linkintime.co.in>, under Help section or write an email to
enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For KESAR TERMINALS & INFRASTRUCTURE LIMITED.


Sarika Singh
Company Secretary

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NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** (CIN:L45203MH2008PLC178061) will be held on Wednesday, **9th September, 2020**, at 3:30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of the Interim dividend of ₹ 1.25/- per equity share as final dividend for the financial year 2019-20.
3. To appoint a Director in place of Shri J K Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Additional remuneration to Shri H R Kilachand (DIN:00294835), Whole Time Director:**

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

“RESOLVED THAT in continuation of the special resolution passed by the members at the 10th Annual General Meeting (AGM) of the Company held on 27th September 2018 and pursuant to section 196, 197 and 198 read with schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for payment of additional remuneration of ₹35,00,000/- (Rupees Thirty Five Lakhs Only) to Shri H R Kilachand, Whole Time Director designated as ‘Executive Chairman’ (DIN:00294835) for the financial year 2019-20 in accordance with the first proviso of section II of part II of schedule V of the Companies Act, 2013 as there was an inadequacy of profits in the financial year 2019-20.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Key Managerial Personnel (KMPs) be and are hereby severally authorised to do such things and take such steps as may be expedient or desirable to give effect to this resolution.”

5. **Increase in overall Managerial Remuneration limit under section 197(1) of Companies Act, 2013:**

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

“RESOLVED THAT in accordance with the provisions of section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year effective from financial year 2020-21 from 11% (Eleven percent) to 20% (Twenty percent) of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Key Managerial Personnel (KMPs) be and are hereby severally authorised to do such things and take such steps as may be expedient or desirable to give effect to this resolution.”

6. **Increase in remuneration of Shri H R Kilachand (DIN: 00294835), Whole-time Director:**

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

“RESOLVED THAT in continuation of the special resolution passed by the members at the 10th Annual General Meeting of the Company held on 27th September 2018 and pursuant to the applicable provisions of section 196, 197 and 198 read with schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or

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re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for revision in remuneration as stated below payable to Shri H R Kilachand (DIN: 00294835), Whole Time Director designated as Executive Chairman with effect from 1st April 2020 for the remaining period of his present term of appointment i.e. upto 19th December 2020, not exceeding ceiling limit of 15% of net profit of the financial year in accordance with section 198 of Companies Act, 2013 to be paid to Shri H R Kilachand, including the remuneration to be paid to him in the event of loss or inadequacy of profits as stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Shri H R Kilachand within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary.

I. SALARY:

- A.** In case, the Company has adequate net profit (calculated as per section 198 of the Act) in any financial year:
- Salary: In the scale of ₹ 6,00,000/- per month to ₹7,50,000/- per month as may be decided by Board of Directors subject to not exceeding the limit of 15% of net profit as specified above.
 - Incentives, not exceeding the specified ceiling limit of 15% of the net profit of the Company for that financial year or part thereof computed in the manner as laid down under section 198 of the Companies Act, 2013 after deducting salary as mentioned at (a) above & perquisites as provided hereunder.

OR

- B** In case, the Company has no profit or its profits are inadequate:

Salary: ₹12,50,000/- per month inclusive of perquisites as mentioned hereunder as minimum remuneration as per schedule V and further the Board of Directors of the Company is authorised to make payment up to ₹ 16,50,000/- per month as maximum remuneration under section II of part II of Schedule V of the Act.

- II Perquisites:** Shri H R Kilachand shall be entitled to House rent allowance (not exceeding 60% of the salary as mentioned at (A)(a) above), gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car with driver, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Shri H R Kilachand, subject however to the ceiling limit of minimum remuneration as mentioned hereinabove in case of loss or inadequate profits.

Shri H R Kilachand shall be further eligible to the following perquisites also which shall not be included in the computation of the ceiling limit on remuneration:

- The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent it is not taxable under the Income Tax Act;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT Shri H R Kilachand shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company."

"RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members."

"RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to

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between the Board and Shri H R Kilachand be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

7. Reappointment & payment of remuneration to Shri H R Kilachand (DIN: 00294835) as Whole-Time Director:

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of Articles of Association of the Company and such other approvals, permissions and sanctions as may be required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Shri H R Kilachand (DIN: 00294835) as Whole Time Director designated as “Executive Chairman” of the Company entrusted with substantial powers of the management for a further period of 3 years commencing from 20th December, 2020 upto 19th December, 2023, not liable to retire by rotation and the consent of the members of the Company be and is hereby accorded for payment of maximum remuneration to Shri H R Kilachand not exceeding the ceiling limit of 15% of net profit in any financial year in accordance with section 198 of Companies Act, 2013 to be paid to Shri H R Kilachand for a period of 3 (Three) years commencing from 20th December 2020 to 19th December 2023, on such terms and conditions including the remuneration to be paid to him as minimum remuneration in the event of loss or inadequacy of profits in any financial year during the aforesaid period as stated below with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and / or remuneration, in such manner as may be agreed to, between the Board of Directors and Shri H R Kilachand, within and in accordance with the Act or such other applicable provisions of any statutory modification(s) or re-enactment(s) thereof.

I. SALARY:

[A] In case, the Company has adequate net profit (calculated as per section 198 of the Act) in any financial year:

- a. Salary: In the scale of ₹ 6,00,000/- per month to ₹7,50,000/- per month as may be decided by Board of Directors subject to not exceeding the limit of 15% of net profit as specified above.
- b. Incentives, not exceeding the specified ceiling limit of 15% of the Net Profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 2013 after deducting salary as mentioned at (a) above & perquisites as provided hereunder.

OR

[B] In case, the Company has no profit or its profits are inadequate:

Salary ₹ 12,50,000/- per month inclusive of Perquisites as mentioned hereunder as Minimum Remuneration as per Schedule V and further the Board of Directors of the Company is authorised to make payment upto ₹ 16,50,000/- per month as maximum remuneration under section II of part II of Schedule V of the Act.

II **Perquisites:** Shri H R Kilachand shall be entitled to House Rent Allowance (not exceeding 60% of the salary as mentioned at (A)(a) above), gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car with driver, telephone and such other perquisites in accordance with the Company’s rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Shri H R Kilachand, subject however to the ceiling limit of minimum remuneration as mentioned hereinabove in case of loss or inadequate profits.

Shri H R Kilachand shall be further eligible to the following perquisites also which shall not be included in the computation of the ceiling limit on remuneration:

- i The Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent it is not taxable under the Income Tax Act;

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- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT Shri H R Kilachand shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company."

"RESOLVED FURTHER THAT Shri H R Kilachand shall not be liable to retire by rotation as Director of the Company."

"RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members."

"RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Shri H R Kilachand be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

"RESOLVED FURTHER THAT the payment of above remuneration shall also be subject to Section V of Schedule V of the Act, which provides that subject to the provisions of Sections I, II & IV of Part II of Schedule V, Shri H R Kilachand shall draw remuneration from the Company and/or from Kesar Enterprises Ltd. [KEL] in which Shri Kilachand is appointed as Chairman & Managing Director, provided that the total remuneration drawn and retained by Shri Kilachand from both the Companies shall not exceed the higher maximum limit admissible from any one of the Companies."

"RESOLVED FURTHER THAT the amount of remuneration to be paid by each Company will be decided by the Board of both the Companies from time to time considering the higher maximum limit admissible from any one of the Company i.e. the Company or KEL."

By Order of the Board of Directors

Registered Office:

Oriental House, 7,
Jamshedji Tata Road,
Churchgate
Mumbai-400020

Place: Mumbai

Date: 30.07.2020

Sarika Singh
Company Secretary
ACS:24186

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NOTES:

- a) **In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or Other Audio Visual Means('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, 9th September, 2020 at 3.30 p.m. (IST). The deemed venue for the 12th AGM will be Registered Office of the Company at Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai- 400 020.**
- b) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. since this AGM is being held pursuant to the MCA 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.
- c) In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 12th AGM has been uploaded on the website of the Company at www.kesarinfra.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchange i.e. BSE Limited at 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) i.e. <https://instavote.linkintime.co.in>.
- d) The register of members and the Share Transfer Books of the Company shall remain closed from **Wednesday, 2nd September 2020 to Wednesday, 9th September 2020** (both days inclusive) for the purpose of AGM.
- e) Any person, whose name appears in the Register of Member/ 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 system 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.
- f) 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.
- g) Any person, who acquires shares of the Company and becomes 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 enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.
- h) Members who have not encashed their dividend warrants for the year ended 31st March, 2013 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.
- i) 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 year ended 31st March, 2012, has already been transferred to the said Fund.
- j) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to headoffice@kesarinfra.com at least seven days before the date of the meeting. The same will be suitably replied to by the Company.
- k) Ms. Ragini Chokshi, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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- l)** 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 48 hours of 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 in writing, who shall countersign the same.
- m)** The result 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. i.e. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- n)** 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., to their DPs in case the shares are held by them in electronic form and to M/s. Sharex Dynamic (India) Pvt. Ltd., the Company's Registrar and Transfer Agents in case the shares are held by them in physical form.
- o)** The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 7 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment and for fixation/revisions of terms of remuneration at this AGM are also annexed.
- p)** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote voting to its members 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. (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM).
- q)** Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for limited time each, once the floor is open for shareholder 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.
- r)** 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.

INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) or e-voting during the AGM, at Link Intime India Pvt. Ltd.'s e-voting platform. Members are provided with facility to attend the AGM through VC/OAVM facility provided by Link Intime India Pvt. Ltd.

The remote e-voting period will begin on **Sunday, 6th September, 2020** at 9:00 a.m. and end on **Tuesday, 8th September, 2020** at 5:00 pm. 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, 2nd September 2020** may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Pvt. Ltd. (LIPL) for voting thereafter. 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.

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Detailed Instructions for casting votes through e-voting system and attending the AGM through VC/OAVM are as follows:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Enter your User ID
 - 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** Event No + 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. 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/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
 - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**Kesar Terminals & Infrastructure Limited/ Event number 200130**’.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

If you have forgotten the password:

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

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

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ 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 contact on: - Tel: 022 -4918 6000.

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- 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).

Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at headoffice@kesarinfra.com from September 2, 2020 to September 5, 2020 . Those Members who have registered themselves as a speaker will only 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.

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2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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 ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.

Annexure

Guidelines to attend the AGM through InstaMEET

For a smooth experience of viewing the AGM proceedings, shareholders/ members who are registered as speakers at the AGM are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

ITEM NO. 4

Additional Remuneration to Shri H R Kilachand, Whole Time Director:

The appointment & payment of remuneration of Shri H R Kilachand was approved earlier by the Board of Directors of the Company on 20th December 2017 and by the Shareholders on 27th September 2018 by a Special Resolution.

The Company had paid remuneration to Shri H R Kilachand for preceding financial year 2018-19 amounting to ₹124.91 lakhs as managerial remuneration, which includes salary, perquisites, incentives etc. The net profits of the Company for the financial year 2018-19 was adequate to make the payment of remuneration as mentioned above.

In the financial year 2019-20, the net profit of the Company is not adequate to pay the same remuneration of about ₹125 lakhs, as that paid in the previous financial year, to Shri Kilachand. Considering the efforts put in by Shri Kilachand for the business of the Company, the Nomination and Remuneration Committee and the Board of Directors has recommended to the members of the Company to pay the same remuneration to Shri Kilachand of about ₹125 lakhs for the financial year 2019-20. Shri Kilachand has already been paid about ₹90 lakhs and the members are now requested to approve further payment of ₹35 lakhs.

Further, vide notification dated 12th September, 2018 in exercise of powers conferred by sub-section (1) and (2) of section 467 of the Companies Act, 2013, the limit of maximum remuneration under section II of part II of schedule V was modified from 'double limit' to 'in excess of limits specified under section II' notified.

As per said modification, in case of inadequate profits, the company may pay the amount in excess of limit specified in respect of applicable slab based on effective capital, subject to your approval by passing of special resolution.

The earlier resolution passed for setting out the limit of remuneration was special resolution keeping in mind the limits shall be doubled in case of no profits or inadequate profits in any financial year as per section II of part II of schedule of the Act. However, the aforesaid amendment was notified subsequent to circulation of notice of AGM in 2018.

Since the profits are not adequate for FY 2019-20 to make the payment of remuneration in line with previous year, the Board of Directors are of the opinion to make the payment of additional remuneration to Shri H R Kilachand, for which the approval of members voluntarily be obtained although the earlier resolution was approved as special resolution which empowers the Board to make payment of remuneration either as doubled the limits (i.e. upto ₹ 168 lakhs) in accordance with earlier proviso or any amount in excess of specified limit i.e. any amount in excess of ₹ 84 lakhs in accordance with amended proviso to section II of part II of schedule V.

It is therefore proposed to remunerate Shri Kilachand in the form of additional remuneration of ₹ 35 lakh as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings.

The general information as may be required to be provided under schedule V of the Act is provided at item no. 7 of this explanatory statement to avoid duplication of information.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives, except Shri H. R. Kilachand and his relatives, are concerned or interested, (financially or otherwise), in this Special Resolution.

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

ITEM NO.5

Increase in overall Managerial Remuneration limit under Section 197(1) of Companies Act, 2013

As per section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since 12th September 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (Eleven percent) of the net profits of the Company calculated as per the section 198 of the Companies Act, 2013, provided that the same has been approved by the members of the Company by passing of appropriate resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30th July, 2020 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year with effect from financial year 2020-21 from 11% to 20% of the net profit of the Company computed in the manner laid down in section 198 of the Companies Act, 2013.

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The directors (executive and non-executive who are non-independent) of the Company and who are eligible to get remuneration (except sitting fees) under section 197 and their relatives are deemed to be concerned or interested (financial or otherwise) in this special resolution.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval of the members.

ITEM NO.6

Increase in remuneration of Shri H R Kilachand, Whole time Director:

At the 10th Annual General Meeting held on 27th September 2018 the members had approved the appointment of Shri H R Kilachand, Whole Time Director designated as Executive Chairman of the Company for a period of 3 years commencing from 20th December, 2017 to 19th December, 2020 including the terms of remuneration payable to him.

Considering the significant contribution of Shri H R Kilachand as Executive Chairman of the Company and also as the Chairman of its Wholly Owned Subsidiary Company - Kesar Multimodal Logistics Ltd. to the overall growth of the Company & its subsidiary, it is proposed to increase the remuneration of Shri Kilachand as mentioned in the resolution referred above. The increased remuneration shall not exceed 15% of net profit of the Company in the financial year or part thereof.

Further, the limit of maximum remuneration is also proposed to be increased from present amount of ₹ 4,00,000/- per month to the scale of ₹ 6,00,000/- to ₹ 7,50,000/- per month as may be decided by Board of Directors subject to not exceeding the limit of 15% of net profit as specified above, and ₹ 12,50,000/- per month inclusive of perquisites as mentioned in resolution at item no. 6 of this notice in case of loss or inadequate profits for the financial year or part thereof with liberty to the Board of Directors of the Company is authorised to make the payment upto INR 16,50,000/- per month as maximum remuneration under section II of part II of Schedule V of the Act.

The above increase in remuneration recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting respectively.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives, except Shri H. R. Kilachand and his relatives, are concerned or interested (financially or otherwise), in this Special Resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO.7

Re-appointment & Remuneration of Shri H R Kilachand as Whole Time Director.

Shri H R Kilachand was appointed as the Whole Time Director designated as Executive Chairman of the Company by way of special resolution passed by the members at the 10th Annual General Meeting of the Company held on 27th September, 2018, for a period of 3 years effective from 20th December, 2017 and his present term of appointment is upto 19th December 2020.

Shri H R Kilachand has been re-appointed as the Whole Time Director designated as Executive Chairman of the Company entrusted with substantial powers of the Management, for a period of 3 years with effect from 20th December 2020 upto 19th December 2023 by the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company at their respective meetings held on 30th July 2020 and also approved and recommended the remuneration payable to him, for a period of 3 (three) years with effect from 20th December 2020 upto 19th December 2023.

The member's approval is sought for re-appointment of Shri H R Kilachand, as the Whole Time Director designated as Executive Chairman of the Company for a further term of 3 (three) years from 20th December 2020 upto 19th December 2023 and also the approval for payment of his remuneration for the same period.

The brief terms of re-appointment including remuneration of Shri H R Kilachand, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors are provided in the resolution set out at item no. 7 of this Notice.

Shri H R Kilachand fulfills all the conditions given under section 196(3) and schedule V of the Act for being eligible for his re-appointment. He is not disqualified in terms of section 164 of the Act from being appointed as Director.

The draft written memorandum detailing terms of appointment and remuneration of Shri H R Kilachand will be made available during the AGM.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Statement of information for the members pursuant to section II of part II of schedule V of Companies Act, 2013:

I. General Information:

1) **Nature of industry:** Service

2) **Date or expected date of commencement of commercial production:**

The existing activities were transferred to the Company from Kesar Enterprises Ltd., as per the Court sanctioned Scheme of Arrangement for Demerger w.e.f. the Appointed Date 01.01.2009.

3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

4) **Financial performance based on given indicators:**

Particular	2019-20	2018-19	2017-18
Total Revenue	4,111.49	4049.04	4,508.92
Profit before interest, depreciation & taxation	2,606.81	2,184.31	2,360.41
Profit after tax	1,413.34	1,847.07	1,943.29
Earnings Per Share(EPS)	12.94	16.90	17.79

5) **Export performance and net foreign exchange collaborations:** Not Applicable

6) **Foreign investments or collaborators, if any:** Not Applicable

II. Information about Appointee:

1) **Background details:**

Shri H R Kilachand is the Chairman & Managing Director of the erstwhile Demerged Company Kesar Enterprises Ltd. [KEL] since 1997 onwards. He has about 36 years of vast experience. He has contributed a lot in completion of the expansion & modernisation of Storage Terminals at Kandla and continues to see its growth as the Chairman of the Company. He is B. Com., C.B.M. & P.G.D.B.M., U.C.L.A. (U.S.A.) by qualification.

2) **Past remuneration:** The details of remuneration paid to the Executive Chairman for the financial year ended 31.03.2019:

(₹ In Lakhs)

Name	Salary (Fixed)	Contribution to PF	Perquisites	*Incentive	Total
H R Kilachand Executive Chairman	76.80	12.96	0.15	35.00	124.91

*The Board of Directors at their meeting held on 13.08.2019 have approved payment of incentive of ₹ 35.00 lakhs for the financial year 2018-19 to Shri H R Kilachand which was paid in the financial year 2019-20.

3) **Recognition or awards:** NIL

4) **Job profile and his suitability:**

He has been appointed as Whole Time Director designated as Executive Chairman of the Company entrusted with substantial powers of management, for a period of 3 years with effect from 20.12.2017. He is suitable for the job as he has contributed a lot in completion of the expansion & modernisation of Storage Terminals at Kandla and continues to see its growth.

5) **Remuneration proposed:**

It is mentioned in the proposed Special Resolution at item no.7 in the above notice.

6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The remuneration is proposed with respect to trend in the industry, size of the Company, profile of the position and after considering the qualification, experience & past performance of Shri H R Kilachand.

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7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Shri H R Kilachand is one of the Promoters of the Company and has no pecuniary relationship with the Company, directly or indirectly except to the extent of the remuneration receivable by him from the Company and his holding along with holding of his family in the equity share capital of the Company.

III. Other information:

1) Reasons of loss or inadequate profits:

Till date there is no loss. The profits are inadequate only for consideration of managerial remuneration as in the previous year there were two managerial person to whom remuneration was paid within the ceiling limit of 10% of net profit in accordance with provisions of Companies Act 2013. During the financial year 2019-20, the Company has one managerial person to whom remuneration to be paid in line with previous year's scale which resulted as inadequate profit for financial year 2019-20 as the ceiling limit for payment of remuneration to one managerial person shall not exceed 5% of net profit in any financial year as per Companies Act, 2013.

2) Steps taken or proposed to be taken for improvement:

The Company has entered into long term contracts with the Parties. The service rates charged to the parties by us are highly competitive. Further, we are trying to reduce the cost of operations to the extent possible. Kandla Port Trust is also developing the Port under Port modernization scheme of the Central Govt., which shall yield more Cargo import & export at Kandla and in turn help the business of Terminal Operators grow.

3) Expected increase in productivity and profits in measurable terms:

In the current scenario it is difficult to measure the productivity in measurable terms.

IV. Disclosures:

- 1) The remuneration package of Shri H R Kilachand is mentioned in item no. 7 of the above Notice.
- 2) The draft written memorandum detailing terms of appointment and remuneration of Shri H R Kilachand will be made available during the AGM.

The necessary disclosures are mentioned in the Director's Report under the heading "Corporate Governance", attached to the Annual Report.

The Company has not made any default in repayment of any of its debts in the preceding financial year before the date of appointment of Shri H R Kilachand.

Schedule V to the Companies Act, 2013 provides that, subject to the provisions of sections I to IV, a managerial person can draw remuneration from one or both companies, provided that the total remuneration drawn from both the Companies does not exceed the higher maximum limit admissible from any one of the Companies of which he is a Managerial Person.

The total remuneration drawn and retained by Shri H R Kilachand from both the Companies shall not exceed the higher maximum limit admissible from any one of the Companies i.e. the Company or KEL.

Shri H R Kilachand shall be regarded as a Director not liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives, except Shri H. R. Kilachand and his relatives, are concerned or interested (financially or otherwise), in this Special Resolution.

In the interest of the Company as well as the shareholders, your Directors recommend the Special Resolution proposed at Item no.7 of the Notice for your approval.

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Profile and other as required under Regulations 36(3) of SEBI (LODR) Regulations 2015 and Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India of Shri H R Kilachand who is proposed to be reappointed and Shri J K Devgupta who is proposed to be reappointed by rotation are given below:

Name	Shri H R Kilachand	Shri J K Devgupta
DIN	00294835	00515391
Birth Date	04.05.1960	22.05.1946
Age	60 years	74 years
Nationality	Indian	Indian
Qualification	B.Com. from University of Bombay; C.B.M. & P.D.B.M. from U.S.A.	B Tech from IIT Kharagpur
Brief resume including nature of expertise	<p>He had joined Kesar Enterprises Ltd. (KEL) on 8.8.1985 as “Executive”. He was entrusted with the duties of Administration & Co-ordination work of KEL and also to plan & supervise projects for modernisation and expansion of KEL’s activities. He contributed a lot in his first decade towards the growth of KEL. He had efficiently carried out the duties entrusted to him, including completion of the expansion & modernisation of Sugar Factory, Distillery, ENA & IMFL Plants the Power Plant for Cogeneration and also a Second Storage Terminal at Kandla.</p> <p>On 6.3.1997, he was appointed as a “Joint Managing Director” of KEL. Subsequently, after the death of his father w.e.f. 14.8.1997, he has been working as a Chairman & Managing Director of KEL.</p> <p>Since the demerger of Storage Division of KEL into the Company - Kesar Terminals & Infrastructure Ltd. [KTIL] i.e. from 14.09.2010, he worked as the Executive Chairman of the Company for almost 2 terms of 3 years each i.e. till 29.04.2016. He had resigned as Executive Chairman of the Company with effect from 29.04.2016 for the reason of his engagement in other business activities. During that period, he contributed a lot in the growth of the Company. He could manage to get for the Company a Composite Logistic Hub Project at Madhya Pradesh through its Special Purpose Vehicle Company viz. Kesar Multimodal Logistics Ltd. (KMLL). Once again, he has been appointed as Executive Chairman of the Company w.e.f. 20.12.2017.</p>	<p>He has over 4 decades of varied Industrial experience involving marketing, technical services, manufacturing, supply & distribution, import & export and shipping including the Company. He was associated with Companies like International Tractor Company of India [now Mahindra Tractors], Indian Oil Corporation, Chemical Terminal Trombay Ltd a subsidiary of Tata power Limited etc.</p>
Shareholding in KTIL	2,25,385 (4.291%) Equity Shares.	291 Equity Shares
Relationship with other Director / KMP	Nil	Nil

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Name	Shri H R Kilachand	Shri J K Devgupta
List of other Directorship	Kesar Enterprises Limited Kesar Multimodal Logistics Ltd. Kesar Corporation Pvt.. Ltd. Indian Commercial Co. Pvt. Ltd. India Carat Private Limited; Kilachand Devchand & Company Private Limited; & Kilachand Devchand Commercial Private Limited.	NIL
Date of First Appointment on the Board	21.01.2008	11-05-2010
Date of last appointment	20.12.2017	19.09.2019
Chairmanship/ Membership of the Committees of other listed Companies	Kesar Enterprises Limited Member of Audit Committee & Stakeholders' Relationship Committee	NIL
No. of Board Meetings attended during the year	He had attended all the 5 meetings of the Board.	He had attended all the 5 meetings of the Board.
Remuneration paid in the year 2019-20	₹ 89.91 lakhs plus Incentives ₹ 35 lakh for the year 2018-19 aggregating to ₹ 124.91 lakh	3,20,000 (includes Commission of ₹ 2 lakhs for the FY 2018-19)

By Order of the Board of Directors

Registered Office:
Oriental House, 7,
Jamshedji Tata Road,
Churchgate
Mumbai-400020
Place: Mumbai
Date: 30.07.2020

Sarika Singh
Company Secretary
ACS:24186