



## **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](mailto:headoffice@kesarinfra.com)  
CIN : L45203MH2008PLC178061 GSTN : 24AADCK2945C1ZR

30<sup>th</sup> June, 2020

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

**Scrip Code : 533289**

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020**

In compliance with Securities and Exchange Board of India Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019, we are enclosing a copy of Annual Secretarial Compliance Report dated 29<sup>th</sup> June, 2020 for the financial year 2019-20 issued by M/s. Ragini Chokshi & Co. Practicing Company Secretaries.

This is for your kind information and record purposes.

Thanking you.

Yours faithfully,

**For Kesar Terminals & Infrastructure Ltd.**

**Sarika Singh**  
**Company Secretary**



Tel 022-2283 1120  
022-2283 1134

## ***Ragini Chokshi & Co.*** ***Company Secretaries***

34, Kamer Building, 5<sup>th</sup> Floor, 38 Cawasji Patel Street, Fort, Mumbai- 400 001

E-mail: [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com)/[mail@csraginichokshi.com](mailto:mail@csraginichokshi.com)

Web: [csraginichokshi.com](http://csraginichokshi.com)

### **Secretarial Compliance Report**

of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** for the year ended March 31, 2020

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **KESAR TERMINALS & INFRASTRUCTURE LIMITED** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non—Convertible and Redeemable Preference Shares) Regulations,2013; **(Not Applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (j) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 **(To the extent applicable)**

and based on the above examination, We hereby report that, during the Review Period:

- A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>Not Applicable during the Year under review</b>			

- B. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
  - i. In the Board meeting held on 08.11.2019, the Company had decided to voluntarily delist the shares of the Company from National Stock Exchange of India Limited (NSE), without giving any exit option to the shareholders. Public notice for the same was published in newspapers. NSE approval was received on 16<sup>th</sup> December, 2019. The shares of the Company were delisted w.e.f. 7<sup>th</sup> January, 2020.
  - ii. 13,163 shares being held by promoter and promoter group are not in dematerialized form as matters concerning these shares are sub-judice before the High court .
  - iii. There was change in the number of members in promoter group as per shareholding pattern of the company submitted for the quarter ended March, 2019 due to transfer of shares held by two promoter group members to IEPF account and their names were not included in March, 2019 shareholding pattern.





- C. The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of actions taken E.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary
<b>Not Applicable during the Year under review</b>				

- D. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... 31 <sup>st</sup> March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	The Company had filed the audited financial results for the financial year ended 31.03.2018, late by 14 days as the requirement of IND-AS was introduced for the first time for the Company and the Directors wanted to review in detail.	The Company had filed the financial Results for the financial year ended 31.03.2018 late by 14 days and was charged a fine of Rs. 82600/- by both National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited	The Company had paid the fine imposed by the National Stock Exchange of India Limited and had applied for waiver to Bombay Stock Exchange of India Limited.	we have verified the action taken.



**Date: 29/06/2020**  
**Place: Mumbai**



**FOR RAGINI CHOKSHI & CO**

A handwritten signature in black ink, appearing to read "Makarand Patwardhan".

**MAKARAND PATWARDHAN**  
**(PARTNER)**

**CP No: 9031**

**ACS: 11872**

**UDIN: A011872B000398137**