



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 GSTN : 24AAADCK2945C1ZR

4th September, 2023

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

Scrip Code: 533289

Dear Sir,

Sub: Notice of 15th Annual General Meeting, Book Closure and E- voting Details

This is to inform you that the 15th Annual General Meeting (“AGM”) of the Company is scheduled to be held on **Wednesday, 27th September, 2023 at 03:00 p.m. (IST)** through Video Conferencing (“VC”) or other audio- visual means (“OAVM”), to transact the business as mentioned in the Notice of the AGM.

In accordance with the provisions of the Companies Act, 2013(‘the Act’) read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India (“SEBI”), along with other applicable circulars issued by the MCA and SEBI (hereinafter collectively referred as “the Circulars”), the AGM of the Company will be held through video conference/other audio visual means (“VC/OAVM”). The Notice of AGM along with the Annual Report for Financial Year 2022-23 is being sent through electronic mode only to those members whose email ID is registered with the Registrar & Share Transfer Agent/Company/Depository Participants (“DPs”).

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.

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, 20th September, 2023 to Wednesday, 27th September, 2023 (both days inclusive)** for the purpose of AGM.

Pursuant to provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on the resolutions proposed to be passed at the AGM. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained the RTA/DPs as on the 'cut-off date' i.e. 20th September, 2023 shall be entitled to avail the facility of e-voting. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the AGM. A person who is not a member as on the cut-off date should treat this notice for information



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purpose only. 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 Notice of AGM along with Annual Report: Monday, 4th September, 2023
2. Cut-off date for Evoting: Wednesday, 20th September, 2023
3. Date and time of commencement of e-Voting: Saturday, 23rd September, 2023 (9.00 a.m. IST) and ends on Tuesday, 26th September, 2023 (5.00 p.m. IST). E-Voting shall not be allowed beyond 5.00 p.m. on Tuesday, 26th September, 2023.
4. The Annual Report and Notice of AGM is available on the Company's website: <https://www.kesarinfra.com>. & on the website of Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in>
5. 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.

Yours faithfully,

For Kesar Terminals & Infrastructure Limited

Sarika Singh
Company Secretary

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NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** (CIN: L45203MH2008PLC178061) will be held on **Wednesday, 27th September, 2023, at 3:00 p.m. (IST)** 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, 2023, 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, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Jayanto Kumar Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for re- appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mrs. Nilima Ashok Mansukhani (DIN: 06964771) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 & other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee (“NRC”) & Board of Directors of the Company, Mrs. Nilima Ashok Mansukhani (DIN:06964771), who was appointed at the 10th Annual General Meeting held on 27th September, 2018 as an Independent Director of the Company for the first consecutive term commencing from 21st May, 2018 and who holds office as an Independent Director up to the conclusion of this 15th AGM and who is eligible for being re-appointed as an Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from 27th September, 2023 till 20th May, 2028 (both days inclusive).”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

4. **Continuation of Directorship by Shri Jayanto Kumar Devgupta (DIN: 00515391) as Non-Executive Director**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of the Company be and is hereby accorded for continuation of directorship by Shri Jayanto Kumar Devgupta (DIN: 00515391) as a Non-Executive Director of the Company beyond 75 (seventy-five) years of age, liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

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5. Material Related Party Transaction(s) of the Company and/or Kesar Multimodal Logistics Limited, a wholly owned subsidiary of the Company with SEEL Investment Pvt. Ltd.

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based upon approval & recommendation of Audit Committee, the Board of Directors consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including the Audit Committee) to the Material Related Party Transaction entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions), between the Company and /or Kesar Multimodal Logistics Limited (‘KMML’) a wholly owned subsidiary of the Company and SEEL Investment Pvt. Ltd.(‘SIPL’), a ‘Related Party’ of the Company as per Section 2(76) of the Companies Act, 2013, with respect to taking loans on such terms and conditions as may be mutually agreed to between the Company and/or KMML and SIPL, for an aggregate value not exceeding ₹ 10 Crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents, seeking necessary approvals from the authorities, settling all such issues, questions, difficulties or doubts what so ever that may arise and to take all such decisions from powers herein conferred, and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or Company Secretary without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this 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

Sarika Singh
Company Secretary
(Membership No.: A24186)

Date: 26.08.2023

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NOTES:

In accordance with the provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India ("SEBI") along with other applicable circulars issued by the MCA and SEBI (hereinafter collectively referred as "the Circulars") companies are allowed to hold Annual General Meeting through video conference/other audio visual means ("VC/OAVM") up to 30th September, 2023, without the physical presence of members. Hence, in compliance with the Circulars, the 15th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM. The deemed venue for this meeting will be the Registered Office of the Company.

- a) Since this AGM is being held pursuant to the MCA circulars & 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. 3 to 5 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 on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. 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 address 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 Exchanges 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) SEBI, vide the Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated furnishing of PAN, Address with pincode, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/ details are not available on or after September 30, 2023, shall be frozen by the Registrar and Transfer Agent of the Company.
- 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.** (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM).
- f) 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. In case any shareholder is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23 may send request to the Company's email address at headoffice@kesarinfra.com mentioning Foilo No./ DP ID and Client ID.
- g) The register of members of the Company shall remain closed from **Wednesday, 20th September, 2023 to Wednesday, 27th September, 2023 (both days inclusive)** for the purpose of AGM.
- h) 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.

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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.

- i) 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.
- j) 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 enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.
- k) 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.
- l) Members who have not encashed their dividend warrants for the financial year 2015-16 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 2014-15 has already been transferred to the said Fund.
- m) 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.
- n) Mr. Dhrumil M Shah, partner of M/s. Dhrumil 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.
- o) 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.
- p) 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.
- q) 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. Link Intime India Pvt Ltd, the Company's Registrar and Transfer Agents in case the shares are held by them in physical form.
- r) 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.
- s) 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
- t) 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>
- u) 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>.

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- v) 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>

INSTRUCTIONS FOR REMOTE 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 15th 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 e-voting: **Saturday, 23rd September, 2023 at 9:00 a.m. (IST)**
- b) Date and time of end of e-voting, beyond which voting will not be allowed: **Tuesday, 26th September, 2023 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 Wednesday, 20th September, 2023** 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.

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:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon «Login» which is available under «Shareholder/Member» section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

A. User ID:

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

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

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

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

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

**Shareholders holding shares in NSDL form, shall provide 'D' above*

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

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

Cast your vote electronically:

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

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
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

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

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

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

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

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

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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 ANNUAL 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 Annual General Meeting through InstaMeet:

1. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as ‘speakers’ by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least 5 days in advance with the Company at headoffice@kesarinfra.com
2. Shareholders/Members will get confirmation on first cum basis depending on the availability of time for the AGM.
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.
6. For a smooth experience of viewing the AGM proceedings, Shareholders/Members who are registered as speakers for the event are requested to download and install the ‘Webex Meetings’ application by clicking on the link: <https://www.webex.com/downloads.html>

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 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’.

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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.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Before downloading the webex app please check your device configuration. Go to Device Setting find, “About ” check system type is 64 bit / 32 bit as per device download the Webex App.

Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html> Select option as per device configuration and download appropriately.

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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act') as required under Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item nos. 3,4 & 5 of the accompanying notice.

ITEM NO. 3

Mrs. Nilima Mansukhani (DIN:06964771) was appointed as Additional Director of the Company on 21.05.2018 in the category of Independent Director. Her appointment was subject to the approval of the shareholders in the Annual General Meeting of the Company. In the Annual General Meeting held on 27th September, 2018, the Company appointed Mrs. Nilima Mansukhani for the 1st term from the conclusion of the 10th AGM till the conclusion of the 15th AGM of the Company to be held in the financial year 2023-24. Accordingly, Mrs. Nilima Mansukhani holds the office of an Independent Director of the Company up to the conclusion of this 15th AGM to be held on 27th September, 2023.

In terms of the provisions of Sections 149(10) and 152 of the Act an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act further provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Mansukhani has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Mansukhani is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. She is not debarred from holding the office of a director pursuant to any order of SEBI or any other such authority.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Nilima Mansukhani for the office of Director of the Company. Accordingly, the approval of the Members is being sought at this 15th AGM for re-appointment of Mrs. Nilima Mansukhani as an Independent Director through Special Resolution.

Further the performance evaluation of Mrs. Nilima Mansukhani was carried out by the Board on the basis of criteria decided by NRC inter-alia, including attendance at Board and Committee Meetings and her advice, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Company's business, understanding of industry, etc. given the high-performance ratings in her performance evaluation.

Mrs. Mansukhani is Ex Chief Commissioner of Income Tax, Mumbai, she was also topper of 1975 Civil Services Exams & served over 37 years in income tax department at various level. She has expertise in Taxation/ leadership/ governance skills and Board experience. The Board on the basis of recommendation of the NRC, considered inter alia, her skills, expertise, knowledge of the Company's business and industry, including proficiency and her past performance found that she possesses the necessary skills and capabilities identified in context of the Company's businesses.

The Board considers it in the interest of the Company to reappoint Mrs. Nilima Mansukhani as an Independent Director of the Company for the second term of 5 years. Accordingly, recommends by the Special Resolutions set out at Item No. 3 of the Notice for approval by the Members.

Except for Mrs. Mansukhani, none of the Directors and Key Managerial Personnels ("KMPs") or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

The Brief profile in terms of the Listing Regulations and the Secretarial Standard on the General Meetings ("SS-2") has been provided in Annexure attached to this notice.

ITEM NO.4

Shri Jayanto Kumar Devgupta (DIN: 00515391), Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible seeks re-appointment under Item No. 2 & 4 of this Notice.

In accordance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") consent of the members is required to appoint/continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years. The consent of the members by way of Special Resolution is sought for the continuation of directorship of Shri Jayanto Kumar Devgupta, who has attained the age of 77(Seventy-Seven) years. Based on the recommendation of the Nomination and Remuneration Committee

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("NRC"), the Board of Directors of the Company, it is proposed the continuation of directorship of Shri Jayanto Kumar Devgupta as a Non- Executive Director of the Company, and recommends this Special Resolution as set out in Resolution No. 4 of this Notice for approval of the members of the Company.

Shri Devgupta joined Kesar Enterprises Ltd. as General Manager (Export) in February 1993 and was in charge of the erstwhile Storage Division of KEL since 1994 and is currently the Non-Executive Director of the Company.

In the opinion of the NRC and Board of Directors of the Company, considering Shri Jayanto Kumar Devgupta seniority, role played by him towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of the members is sought for continuation of Shri Jayanto Kumar Devgupta as a Non-Executive Director, liable to retire by rotation as set out in Resolution No. 4 of this Notice.

Except for Shri Jayanto Kumar Devgupta, none of the Directors and Key Managerial Personnels (KMPs) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

The Brief profile in terms of the SEBI LODR Regulations and the Secretarial Standard on the General Meetings ("SS-2") has been provided in Annexure attached to this notice.

ITEM NO. 5

As per the definition of Related Party Transactions under Regulation 2(zc) of the SEBI Listing Regulations, a transaction between listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand will be a Related Party Transaction. Hence, all transactions between the Company and/ or Kesar Multimodal Logistics Limited("KMLL") & SEEL Investment Pvt. Ltd.("SIPL") shall be treated as a Related Party Transaction.

Further, pursuant to Regulation 23(4) of the SEBI Listing Regulations, transactions with a Related Party where the transaction(s) to be entered individually or taken together with previous transaction(s) during a financial year exceeds ₹ 1,000 Crores or 10% of the annual consolidated turnover as per last audited financial statements, whichever is lower, would be considered as Material Related Party Transactions and such transactions require prior approval of the Members through an Ordinary Resolution.

SIPL is a related party under Section 2(76)(iv) of the Companies Act, 2013, hence transaction between Company, KMLL with SIPL is related party transaction pursuant to regulation 2(zc) of SEBI Listing Regulations.

The Company/KMLL may take an intercorporate loan from SIPL to pay to the Lenders of KMLL in part payment of the One time Settlement (OTS) dues & outstanding dues of the Deendayal Port Authority("DPA"). The approval will be upto ₹ 10 Crores. The Board & Audit Committee considers that the intercorporate loan to be taken from SIPL by Company/KMLL is in the best interest of the Company. The approval of the Members of the Company is sought by way of an Ordinary Resolution for the transactions with SIPL for the Financial Year 2023-24.

The Audit Committee and the Board of Directors have recommended the Material Related Party Transactions with SIPL for consideration and approval by the Members.

Members are requested to note that the transactions between the Company/KMLL and SIPL would be in the ordinary course of business and at arm's length basis.

Details of the proposed RPTs between the Company and KMLL a wholly owned subsidiary with SIPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No	Description	Details of proposed RPTs of SIPL with the Company and or KMLL, wholly owned subsidiary of the Company.
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SIPL is a related party under Section 2(76)(iv) of the Companies Act, 2013("the Act"), Shri Harsh R Kilachand is member & Director in the SIPL, hence transaction between Company/KMLL with SIPL is related party transaction pursuant to regulation 2(zc) of SEBI Listing Regulations.
2.	Type, material terms, monetary value and particulars of the proposed RPTs	Loan to be taken by the Company and/ or KMLL upto ₹ 10 Crores. Transactions to be entered between the parties will exceed ₹ 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower and is estimated to be upto ₹ 10 Crores for the FY 2023-24.

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Sr. No	Description	Details of proposed RPTs of SIPL with the Company and or KMLL, wholly owned subsidiary of the Company.
3.	Tenure of the proposed transaction (particular tenure shall be specified);	One year (2023-24).
4.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	27.15% of the consolidated turnover the Company 228.34% of the standalone turnover of KMLL
5.	Justification for the proposed RPTs	The Company and /or KMLL may take an intercorporate loan from SIPL to pay to the Lenders of KMLL in part payment of OTS dues or for the payment of outstanding dues of the Deendayal Port Authority("DPA"). The approval will be up to ₹ 10 Crores.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
7.	Justification as to why the RPT is in the interest of the listed entity;	The Company is at advance stage of sale of wholly own subsidiary KMLL & may require to pay for the part payment of dues of OTS & DPA.

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Sr. No	Description	Details of proposed RPTs of SIPL with the Company and or KMLL, wholly owned subsidiary of the Company.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	NA
10.	Any other information that may be relevant.	NIL

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

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ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE 15TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name	Shri Jayanto Kumar Devgupta	Mrs. Nilima Ashok Mansukhani
DIN	00515391	06964771
Category	Non-Executive Director	Independent Director
Birth Date	22/05/1946	01/11/1951
Age	77 years	72 years
Nationality	Indian	Indian
Qualification	B Tech from IIT Kharagpur	M.A
Brief resume including nature of expertise in specific functional area	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.	She is Ex-Chief Commissioner of Income Tax, Mumbai. She is a topper of 1975 Civil Services Exams. She had joined Indian Revenue Service (Income Tax) and served over 37 years in Income Tax Department at various levels across India. She has expertise in Taxation/ leadership/ governance skills.
Terms and Conditions of Appointment/reappointment	Reappointment as a Non-Executive Non-Independent Director, liable to retire by rotation.	Reappointment for 2 nd term of 5 years as an Independent Director.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	291 Equity Shares of the Company.	NIL
Relationship with other Directors/ KMPS	NIL	NIL
List of outside Directorships in Public/Private Companies	Kesar Multimodal Logistics Limited	NIL
Date of First Appointment on the Board	11/05/2010	21/05/2018
Date of last reappointment	19/09/2019	N.A
Chairman/Member of the Committees of the Board of Directors of the Company	Kesar Terminals & Infrastructure limited Chairman of the CSR committee	Kesar Terminals & Infrastructure limited - Chairperson of the Audit Committee - Member of the Nomination & remuneration Committee - Member of Stakeholders relationship Committee - Member of Corporate Social Responsibility Committee

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Name	Shri Jayanto Kumar Devgupta	Mrs. Nilima Ashok Mansukhani
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	Kesar Multimodal Logistics Limited - Chairman of The Audit Committee - Member of Nomination & remuneration Committee	NIL
No. of Board Meetings attended during the year	3/5	5/5
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	NIL	NIL
Remuneration paid in the year 2022-23	The details of remuneration is given in the Corporate Governance report.	The details of remuneration is given in the Corporate Governance report
Remuneration sought to be paid	Sitting Fees & Commission as may be approved	Sitting Fees & Commission as may be approved.

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Churchgate,
Mumbai-400020
Tel: 022-22042396
Email: headoffice@kesarinfra.com
Website: www.kesarinfra.com
CIN: L45203MH2008PLC178061

Date: 26.08.2023

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

Sarika Singh
Company Secretary
(Membership No.: A24186)