



KESAR TERMINALS & INFRASTRUCTURE LIMITED

Oriental House, 6th Floor, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020. India. www.kesarinfra.com
Phone:(+91-22)22042396/22851737 Fax:(+91-22)22876162 Email:headoffice@kesarinfra.com
CIN : L45203MH2008PLC178061

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** (CIN: L45203MH2008PLC178061) will be held on **Wednesday, 3rd August, 2016 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001** to transact the following business:

1. To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Smt. M H Kilachand (DIN 00296504), who retires by rotation and being eligible offers herself for reappointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

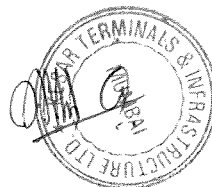
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification(s) or re-enactment thereof for the time being in force) and the Rules framed there under and pursuant to the recommendation of the Audit Committee, the appointment made of M/s. Haribhakti & Co. LLP, Chartered Accountants (Registration No.103523W), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the calendar year 2017, be and is hereby ratified on a remuneration of Rs.5,50,000/- plus service tax and to reimburse travelling and other out of pocket expenses incurred by them in performance of their duties.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approval be and is hereby granted for appointment of Shri Rohan H Kilachand as Whole-Time Director designated as “Executive Director” of the Company, entrusted with substantial powers of the management, for a period of 3 years from 29.4.2016 to 28.4.2019, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

CERTIFIED TRUE COPY



i. Salary:

[A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

- a. Salary of Rs.2,50,000/- per month or Rs.30,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company, within the overall limit of 5% of the net profit of the Company.
- b. Incentives, within the overall Limit of 5% 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, 1956 and subject to the overall ceiling laid down under Section 196 and 197 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

OR

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

Salary of Rs.2,50,000/- per month or Rs.30,00,000/- per annum or the salary as revised by the Board, from time to time, but not exceeding Rs.3,50,000/- per month or Rs.42,00,000/- per annum [or any higher limit as revised from time to time under the Act] plus Perquisites as Remuneration as per Schedule V

ii. Perquisites:

Shri Rohan H Kilachand would be entitled to the following perquisites:

Forming part of the above mentioned Salary:

- i House Rent Allowance @ 60% of the Salary.
- ii Medical reimbursement up to the limit under the Income Tax Act.
- iii Leave and Leave accumulation as per rules of the Company.
- iv Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.

Not forming part of the above mentioned Salary:

- v Madicclaim and Personal accident insurance premium as per rules of the Company.
- vi Club Membership Fees for 2 clubs
- vii The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business.
- viii The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company.

He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.
- ii. Gratuity @ not exceeding 15 days salary for each completed year of service.
- iii. Encashment of accumulated leave at the end of the tenure.

He would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.



No sitting fees would be paid to him for attending the Board / Committee Meetings.

“RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Shri Rohan H Kilachand as the minimum remuneration, within the overall ceiling Limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri Rohan H Kilachand, the Company might have made no profits or its profits might be inadequate.”

“RESOLVED FURTHER THAT Shri Rohan H Kilachand would not be regarded as a Director liable to retire by rotation.”

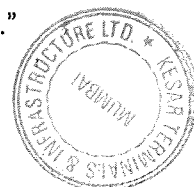
“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the Regulations and Guidelines issued by the Securities and Exchange Board of India (SEBI), including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable regulatory authorities as may be required and pursuant to the relevant provisions of Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall be deemed to include a Committee of Directors duly authorized by the Board in this behalf), and subject to such permissions, sanctions and approvals as may be necessary in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of Rs.21,01,250/- (Rupees Twenty One Lac One Thousand Two Hundred Fifty Only) out of the Free Reserves of the Company, as may be decided by the Board for distribution amongst the holders of existing fully paid Equity Shares of Rs.10/- each of the Company, whose names will appear in the Register of Members / List of Beneficial Owners of the Company on a date (Record Date) to be decided by the Board of Directors (including a Committee thereof), as an increase in the Equity Share Capital of the Company held by each such Member, and not as income or in lieu of dividend, credited as 2,10,125 new fully paid Equity Shares of Rs.10/- as Bonus Shares in proportion of One (1) new Equity Share of Rs.10/- each for every Twenty Five (25) existing fully paid Equity Shares of Rs.10/- each held by the Members.”

“RESOLVED FURTHER THAT the new Equity Shares of Rs.10/- each to be issued and allotted as Bonus Shares shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of the Company and shall be entitled to dividend to be declared after the allotment of Bonus Shares.”

“RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the Bonus Shares and that the Certificate(s) in respect of the Bonus Shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed from time to time, except in respect to those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts.”



“RESOLVED FURTHER THAT the allotment of the Bonus Shares as aforesaid, to the extent they relate to the non- resident members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Regulations there under, as amended from time to time, as may be necessary.”

“RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, shall be consolidated into fully paid up Bonus Shares, rounded off, if any to the next whole number, which shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the Members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to apply for Listing of the said Bonus Shares to the Stock Exchanges where the shares of the Company are listed and to make necessary application with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees.”

“RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions from time to time as may be necessary, expedient usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter within changed circumstances, if any, as it may at its discretion deem necessary or desirable for such purpose and delegate all or any of the powers as conferred by this resolution on it, to any Committee of Directors of the Company to give effect to the aforesaid resolutions.”

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Rules under the Act and in accordance with the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, consent of the Members be and is hereby granted to sub divide every Equity Share of Rs.10/- each into two (2) Equity Shares of Rs.5/- each with effect from the ‘Record Date’ to be determined by the Board of Directors (hereinafter referred to as ‘the Board’, which expression shall be deemed to include the Committee thereof).”

“RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company, the Authorised, Issued, Subscribed and paid-up Equity Share capital of face value of Rs.10/- each, shall stand sub-divided into 2 (Two) Equity shares of face value of Rs.5/- (Rupees Five only) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each of the Company.

“RESOLVED FUTHER THAT upon sub-division of Equity Shares of the Company as



aforesaid, the existing share certificate(s) of the Equity Shares of face value of Rs. 10/- (Rupees Ten only) each both in electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company in Lieu of such existing share certificate(s) within the prescribed period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares as aforesaid after adjusting for the issue of Bonus Shares as approved by the shareholders."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard."

"RESOLVED FURTHER THAT Shri R H Kilachand, Executive Director, or Shri V J Doshi, Chief Financial Officer or Shri Dilip Maharana, Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution, execution of all necessary documents with the Stock exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the equity shares as aforesaid or for any matters connected herewith or incidental thereto."

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61(1)(d) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V The Authorized Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 2,50,00,000 Equity Shares of Rs.5/- each aggregating to Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lac Only) and 25,00,000 Redeemable Preference Shares of Rs.10/- each aggregating to Rs.2,50,00,000 (Rupees Two Crore Fifty Lac Only).

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to requisite consents, sanctions and permissions, as may



be necessary, and all other provisions of applicable laws, consent of the Members be and is hereby accorded to ratify and approve the contract or arrangement entered into/proposed to be entered into with Kesar Multimodal Logistics Limited (KMLL), the Subsidiary of the Company and a related party under Section 2(76) of the Act, with respect to rendering of service for an amount up to not exceeding a sum of Rs.79 crore over a period from 1st April, 2016 up to 31st March, 2017, on such terms and conditions as may be mutually agreed between the Company and KMLL.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to any person(s) as they deem fit to give effect to this Resolution and for the matters connected herewith or incidental hereto.”

Registered Office:

Oriental House,
7, Jamshedji Tata Road,
Churchgate,
Mumbai-40002
1st July, 2016

By Order of the Board of Directors

**Dilip Maharana
Company Secretary**

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

- b) The register of members and share transfer books of the Company shall remain closed from **Wednesday, 27th July 2016 to Wednesday, 3rd August 2016 (both days inclusive)** for the purpose of payment of dividend. The Shareholders are requested to inform of change in address, if any, at the earliest.
- c) The Members may lodge their shares for transfer / transmission with the office of M/s. SHAREX DYUAMIC (IUDIA) PVT. LTD., the Registrar and Share Transfer Agents at Unit No.1, Luthra Industrial Premises, Andheri- Kurla Road, Safed Pool, Andheri (East), Mumbai 400072 or with the Company.
- d) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays and Sundays between 11:00 a.m. and 1:00 p.m. upto the date of the ensuing Meeting.
- e) Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names **will be** entitled to vote.



- f) Members / Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
- g) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- h) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in Corporate Governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the AGM, Directors' Report, Management Discussion and Analysis, Corporate Governance Report, Auditors' Report, Financial Statements etc, is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant only, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- j) In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has considered 27th July, 2016 to determine the eligibility of Members to vote by electronic means or through physical ballot at the AGM (Cut off date). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut off date would be entitled to vote through electronic means or through physical ballot at the AGM.
- k) Brief resume of Director proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and memberships / chairmanships of Board / Committees, shareholding and relationships between Directors inter-se as required under SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, are provided in the Annexure to the Notice and the Corporate Governance Report forming part of the Annual Report.

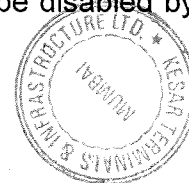
l) E-Voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

Process for E-Voting

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 31st July, 2016 at 9:00 a.m and ends on 2nd August, 2016 at 5:00 p.m. 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. 27th July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on **Shareholders**.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the **Image Verification** as displayed and Click on **Login**.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAU with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAU field.
	<ul style="list-style-type: none"> In case the sequence number is Less than 8 digits enter the applicable number of 0's before the number after the first two
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVS** for the relevant **Company Name** on which you choose to vote.

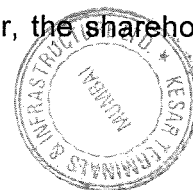


- (xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, URI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password.
The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The List of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

- xx) In case of members receiving the physical copy of Notice of AGM [for members whose email IDs are not registered with the Company / Depository participants(s) or requesting physical copy], you may please follow the above the steps.
- xxi) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



- xxii) Ms. Ragini Chokshi, Partner of M/s Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xxiii) The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www. kesarinfra.com](http://www.kesarinfra.com) within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No.5: Appointment of Shri R H Kilachand as Whole-Time Director

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Shri R H Kilachand, the Board of Directors have appointed Shri R H Kilachand as the Whole Time Director designated as "Executive Director" of the Company for a period of 3 years commencing from 29.04.2016 to 28.04.2019.

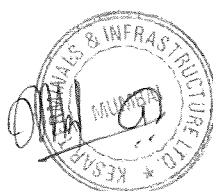
The remuneration to Shri R H Kilachand as proposed in the item No.5 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 29.04.2016. The Board be authorised to revise the remuneration of Shri R H Kilachand from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

The Company has received from Shri R H Kilachand - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri R H Kilachand for the office of Director of the Company.

A brief Profile of Shri R H Kilachand is as under:

DIN	07241625
Birth Date	10.1.1986
Nationality	Indian
Board Appointment	29.04.2016
Qualification	B.Sc. in Chemical Engineering from Carnegie Mellon University, Pittsburgh Pennsylvania, USA.

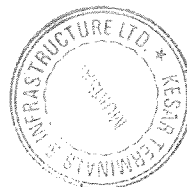


13

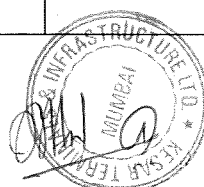
Experience	He has been with the Company since 6.8.2014. He has overall 8 years of experience out of which he has been with the Group Companies for more than 6 years. and has vast experience in Secretarial, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Executive Director
Shareholding	1,32,357 Equity Shares
Relationship with other	Son of Shri H R Kilachand and Smt M H Kilachand
List of other Directorship	Kesar Multimodal Logistics Limited

This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations 2015. The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

I General Information		
1	Nature of industry	Storage and Handling
2	Date or expected date of commencement of commercial production	July 2010
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	--
4	Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2016 Turnover & Other Income Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013 Net worth	Rs.44,46,07,760/- Rs.15,53,98,336/- Rs. 221,548,350/- Rs.711,375,700/-
5	Foreign investments or collaborations, if any.	Nil
II Information about the appointee:		



1	Background details	Shri Rohan is a Bachelor of Science in Chemical Engineering [May 2008] from Carnegie Mellon University, Pittsburgh Pennsylvania, U.S.A. He has been working with the Company since 6.8.2014 as Vice President. He has worked with the group Company Kesar Enterprises Limited from 1.10.2010 to 5.8.2014. He had also worked with Cairn India Limited as Graduate Engineering Trainee for 2 years from September 2008 to August 2010.
2	Past Remuneration	Rs.18.00 Lac p.a.
3	Recognition or awards	--
4	Job profile and his suitability	Shri Rohan H Kilachand, is best suited to accept the responsibility as a Whole-Time Director considering his experience in KTIL and other group Companies.
5	Remuneration proposed	The Remuneration proposed is Rs.30.00 lac per annum. The structure of the salary has been made in terms of Schedule V read with Section 197 of the Companies Act, 2013 as mentioned in the resolution.
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 proposed remuneration is commensurate with size and nature of business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him, Shri R H Kilachand is a son of Shri H R Kilachand and Mrs. M. H. Kilachand Directors of the Company
III Other information:		
1	Reasons of loss or inadequate profits	N.A.



	2	Steps taken or proposed to be taken for improvement	N.A.
	3	Expected increase in productivity and profits in measurable terms.	-
IV		Disclosures:	The information and disclosures of the remuneration package of the managerial personnel has been mentioned in the Notice of AGM.

The Board recommends the said appointment of Shri R H Kilachand as Executive Director as specifically mentioned in the Special Resolution at Item No.5. Hence, the limit applicable for payment of his remuneration as mentioned in Section II of Schedule V shall be treated as doubled.

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

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Shri R H Kilachand and his parents Shri H R Kilachand and Smt. M H Kilachand, is in any way concerned or interested in the proposed Special Resolution.

Item No. 6 & 7: Issue of Bonus Shares & sub-division of Equity Shares

The Members are aware that the operations and performance of the Company has grown significantly over the past few years, it has generated considerable interest in the trading of the Company's Equity Shares in the Market. This coupled with the general positive economic environment, the market price of the Company's shares has also increased significantly.

In order to improve the liquidity of the Company's shares in the Stock Market –

1. On 24.6.2016, the Board of Directors have recommended the issue of Bonus Shares in the proportion of 1 (One) new Equity Share of Rs.10/- (Rupees Ten only) fully paid-up for every 25 (Twenty Five) existing Equity Shares of Rs.10/- (Rupees Ten only) each of the Company held by the members on a date (Record Date) to be hereafter fixed by the Board / Committee of the Board by capitalization of a sum of Rs. 21,01,250/- (Rupees Twenty One Lac One Thousand Two Hundred Fifty only) from the Free Reserves to utilise in full by issuing at par 2,10,125 new fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each as Bonus Shares subject to approval of the shareholders and such other authorities as may be necessary,, and
2. On 1.7.2016, the Board of Directors have recommended a Sub-Division of its Equity Shares of Rs.10/- each into two (2) Equity Shares of Rs.5/- each, subject to approval of the shareholders and such other authorities as may be necessary.

Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of Bonus Shares and Sub-Division of the face value of the Equity Shares.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date to be fixed for the purpose of issue of such Bonus Shares, save and except that, they shall not participate in any dividend that may be declared before the 'Record Date'. Since the subsequent resolution is for Sub-Division of



Equity Shares, the implementation of Bonus Shares shall be accordingly done by giving appropriate effect to that extent.

The Board recommends the resolutions as set out in item No. 6 & 7 as Ordinary Resolution of the accompanying notice for approval of the Members of the Company.

None of the Directors / Key Managerial Personnel or their relative are interested in the above Resolutions except to the extent of their respective shareholdings in the Company.

Item No.8: Alteration of Capital Clause

The Sub-Division of the face value of the Equity Shares of the Company of Rs.10/- per share to Rs. 5/- per share fully paid up requires an amendment in the Capital Clause of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is to be amended as set out in Item No.8, in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

The Board recommends the resolutions as set out in Item No.8 of the accompanying notice for the approval of the members of the Company as a Special Resolution.

None of the Directors / Key Managerial Personnel or their relative are interested in the above Resolutions except to the extent of their respective shareholdings in the Company.

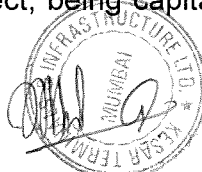
A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during 11.00 AM to 1.00 PM on all working days (excluding Saturday & Sunday) up to the date of this Annual General Meeting.

Item No.9: Related Party Transactions

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

However, as per the Regulation 23 of SEBI (LODR) Regulations all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Members of the Company through Resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Listed entity as per the Last audited financial statements of the Listed entity.

The Company is the Holding Company of Kesar Multimodal Logistics Limited [KMLL] which is developing a Composite Logistics Hub Project at Powerkheda, Madhya Pradesh on DBFOT basis awarded by The Madhya Pradesh State Agricultural Marketing Board (Mandi Board) through Public Private Participation (PPP). The Composite Logistics Hub is developed in two Phases. The Company being the Lead Member, it currently holds more than 50% of the paid up Equity Share Capital of the Company. Accordingly, KMLL is the subsidiary of the Company. The Composite Logistics Hub Project, being capital intensive in nature funds are



required in the form of Equity / Advances / Loans for the timely completion of the Project. Accordingly, the Company provides funds to KMLL in the form of Equity / Advances / Loans etc.

KMLL, being Subsidiary Company, it is covered under the definition of the Related Party as defined under Section 2(76) of the Companies Act, 2013 and the transactions, as mentioned aforesaid, of section 188(1) under the category rendering of any services. The section further specifies that where aggregate amount involved in availing or rendering of any services exceeds 10% of the turnover of the Company, approval of the Members shall be sought by passing a Special Resolution.

KTIL, being the Lead member has contributed an aggregate of Rs.66.96 Crore till 31.03.2016 towards Equity & Redeemable Preference Share Capital and Loans of the Company [Rs. 41.78 Crore as Equity Share Capital, Rs. 15.54 Crore as Redeemable Preference Share and Rs. 9.64 core as Loans]. The Phase I of the Project is completed and will require timely infusion of funds primarily for repayment of Term Loan and payment of interest thereon of KMLL till KMLL's own revenue generation is sufficient to service that and towards stabilization of business. Hence, the Company proposes to infuse / provide a sum not exceeding Rs.79 core in tranches subject to the requirement of the Company for the year from 1.4.2016 to 31.3.2017.

Since, the above transaction / transactions during the financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the Last audited financial statements of the Company, the transaction shall be considered as material related party transaction. SEBI (LODR) Regulations, 2015 require that all material Related Party Transactions shall require approval of the shareholders through Special Resolution.

The Board of Directors / Audit Committee of your Company has already approved the past and the proposed transactions which the Company may enter into with KMLL, subject to the approval of Members.

The details of the transactions between the Company and KMLL are given hereunder:

- (a) Name of the related party: Kesar Multimodal Logistics Limited (KMLL).
- (b) Name of the Director or Key Managerial Personnel who is related, if any:
Shri A S Ruia, Shri J N Godbole, Smt. M H Kilachand, Shri R H Kilachand who are the Directors of KMLL as well.
- (c) Nature of relationship: KMLL is the Subsidiary of the Company.

Nature, material terms, monetary value and particulars of the contract or arrangement

The Company provides funds in the form of Equity / Advances / Loans for the timely completion of the Project of KMLL in various tranches as and when required. The loans provided to KMLL are repayable on demand but not before 12 months. Pursuant to Section 186(11) of the Companies Act, 2013, the Company is exempted for giving Loan/ Guarantee/ or Security Provided to KMLL as the Company is engaged in the business of providing infrastructure facilities.

Since the transactions required approval of the Members, the Resolution No.9 is proposed for ratification of transactions which were already executed and also for prior approval for the proposed transactions which are expected to be executed between the Company and KMLL up to 31st March, 2017.

The Board of Directors recommend passing of the Resolution No.9 as contained in this Notice as Special Resolution.



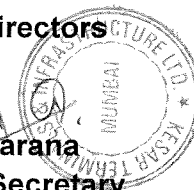
Except Shri A S Ruia, Shri J N Godbole, Smt. M H Kilachand, Shri R H Kilachand who are also the Directors of KMLL, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this Special Resolution.

Registered Office:

Oriental House,
7, Jamshedji Tata Road
Churchgate
Mumbai-400020
1st July, 2016

By Order of the Board of Directors


Dilip Maharana
Company Secretary



CERTIFIED TRUE COPY

for Kesar Terminals & Infrastructure Ltd


Dilip Maharana
Company Secretary