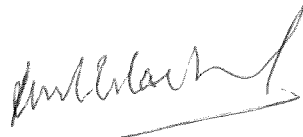


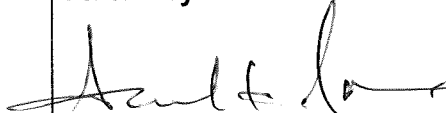


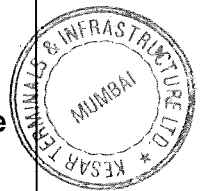
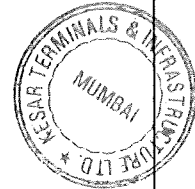
## KESAR TERMINALS & INFRASTRUCTURE LIMITED

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

### FORM A

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	Kesar Terminals & Infrastructure Ltd.
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Since, the Audit Report is Unqualified, the particular clause is Not Applicable
5.	To be signed by-	
	• CEO/Managing Director	 Shri H R Kilachand, Executive Chairman [DIN:00294835]
	• CFO	 Shri Vipul Doshi, CFO
	• Auditor of the company	 Shri Atul Gala, Partner M/s. Haribhakti & Co.LLP, Statutory Auditors
	• Audit Committee Chairman	 Shri A S Ruia, Director and Chairman of the Audit Committee [DIN: 00296622]





7th Annual Report  
2014~15

**KESAR TERMINALS & INFRASTRUCTURE LIMITED**

**KESAR TERMINALS & INFRASTRUCTURE LIMITED**

CIN:L45203MH2008PLC178061

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# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

(Incorporated under the Companies Act, 1956)

CIN:L45203MH2008PLC178061

## **COMPANY INFORMATION**

### **BOARD OF DIRECTORS**

H R KILACHAND (Chairman)  
SMT. M H KILACHAND  
A S RUIA  
K KANNAN (upto 18.12.2014)  
J N GODBOLE  
R S LOONA  
J K DEVGUPTA (from 22.5.2014)

### **COMPANY SECRETARY**

BHAUTESH SHAH

### **BANKERS**

Yes Bank

### **AUDITORS**

M/s. Haribhakti & Co.LLP, Chartered Accountants

### **TERMINALS**

Kandla (Gujarat)

### **REGISTERED OFFICE**

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate,  
Mumbai - 400 020.

### **REGISTRAR & TRANSFER AGENTS**

SHAREX DYNAMIC (INDIA) PVT. LTD.  
Luthra Industrial Premises,  
Andheri Kurla Road,  
Safed Pool, Andheri (E),  
Mumbai – 400 072

### **AUDIT COMMITTEE MEMBERS**

A S RUIA (Chairman of the Committee)  
K KANNAN (upto 18.12.2014)  
J N GODBOLE  
R S LOONA  
H R KILACHAND

# Annual Report 2014-2015

## NOTICE

**NOTICE** is hereby given that the 7th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** will be held on **Wednesday, 23rd September, 2015 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, 2015 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 Shri J K Devgupta (DIN 00515391), who retires by rotation and being eligible offers himself 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 thereunder and pursuant to the recommendation of the Audit Committee, M/s. Haribhakti & Co.LLP, Chartered Accountants (Registration No.103523W), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting of the Company to be held in the calendar year 2019 (subject to ratification of the appointment by Members at every AGM held after this AGM) at a remuneration to be determined by the Board of Directors plus reimbursement of 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 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, the 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 upto not exceeding a sum of ₹46 crore over a period from 1st April, 2014 upto 31st March, 2016, 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 severally 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-400020

**By Order of the Board of Directors**

**Bhautesh Shah**  
Company Secretary

**6th August, 2015**

## 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 forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty [50] and holding in the aggregate not more than ten percent [10%] of the total share capital of the Company carrying voting rights. A member holding more than ten percent [10%] 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 shareholder.

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

- b) The register of members and share transfer books of the Company shall remain closed from **Wednesday, 16.9.2015 to Wednesday, 23.9.2015 (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 DYNAMIC (INDIA) 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 16th September, 2015 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 stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in 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 7th 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 20th September, 2015 at 9:00 a.m and ends on 22nd September, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical

# Annual Report 2014-2015

form or in dematerialized form, as on the cut-off date i.e. 16th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on **Shareholders**.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the **Image Verification** as displayed and Click on **Login**.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN 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 PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details</b> <b>OR</b> <b>Date of Birth (DOB)</b>	<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 (v).</p>

- (ix) After entering these details appropriately, click on **"SUBMIT"** tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

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.

- (xvi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xviii) If 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.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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) and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.



# Annual Report 2014-2015

## ANNEXURE TO THE NOTICE

### Explanatory Statement as required by Section 102 of the Companies Act, 2013

#### Item No. 5:

Section 188(1) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, provides that for entering into any contract or arrangement as mentioned under the said section, with the related party, the Company must obtain prior approval of the Board of Directors and in case the amount of related party transaction is more than the limit mentioned under the said Rules (as amended vide notification dated August 14, 2014), prior approval of the Members by way of a Special Resolution must be obtained.

Further, as per Clause 49 of the Listing Agreement, a transaction with a related party shall be considered material if the transaction / transactions 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 company as per the last audited financial statements of the company.

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, Phase I & II respectively. 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 or ₹ 50 Crores, whichever is lower, prior approval of the Members shall be sought by passing a Special Resolution.

KTIL, being the Lead member has contributed an aggregate of ₹24.50 crore approximately from 1.4.2014 to 31.5.2015 towards Equity Share Capital and Loans of the Company [₹16 crore as Equity Share Capital and ₹8.5 crore as Loans]. Further, the construction of Phase I of the Project is still under progress and timely infusion of funds shall be required. Hence, the Company proposes to infuse / provide a sum not exceeding ₹21.50 crore in tranches subject to the requirement of the Company for the year from 1.4.2015 to 31.3.2016.

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. Clause 49 of the Listing Agreement states 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 H R Kilachand, Smt. M H Kilachand, Shri A S Ruia, Shri J N Godbole, who are the Directors of KMLL as well.
- (c) Nature of relationship: KMLL is the subsidiary of the Company.
- (d) 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. 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 / Gurantee / 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. 5 is proposed for ratification of transactions which were already executed and also for prior approval for the proposed transactions which are

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

expected to be executed between the Company and KMLL upto 31st March, 2016.

The Board of Directors recommend passing of the Resolution No.5 as contained in this Notice as Special Resolution.

Except Shri H R Kilachand, Smt. M H Kilachand, Shri A S Ruia, Shri J N Godbole, 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 resolution.

**Registered Office:**

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

**6th August, 2015**

**By Order of the Board of Directors**

**Bhautesh Shah**  
**Company Secretary**

# Annual Report 2014-2015

## DIRECTORS' REPORT

To  
The Shareholders  
Kesar Terminals & Infrastructure Ltd.

Dear Members,

Your Directors present to you the 7th Annual Report and the Audited Statement of Accounts of the Company for the year ended 31st March, 2015.

### STANDALONE FINANCIAL RESULTS

	(₹ in Lac)	
	<b>2014-15</b>	2013-14
<b>Profit before Interest, Depreciation &amp; Taxation</b>	<b>2571.94</b>	2184.16
<b>Less: Interest and Finance Charges</b>	<b>239.68</b>	194.91
Profit before Depreciation & taxation	<b>2332.26</b>	1989.25
<b>Less: Depreciation</b>	<b>227.07</b>	298.31
<b>Profit before Tax</b>	<b>2105.19</b>	1690.94
<b>Less: Provision for Taxation</b>		
(i) Income Tax - Current	<b>645.25</b>	586.27
(ii) Income Tax – Deferred	<b>9.35</b>	4.22
<b>Profit after tax and Profit available for Appropriation</b>	<b>1450.59</b>	1100.45
<b>Appropriation:</b>		
<b>Less:</b>		
(i) Transfer to General Reserve	<b>500.00</b>	300.00
(ii) Interim Dividend	--	78.80
(iii) Proposed Dividend on Equity Share	<b>183.86</b>	78.80
(iv) Corporate Tax on Dividends	<b>37.43</b>	26.78
(v) Depreciation as per New Companies Act 2013 – Net of Deferred Tax	<b>14.43</b>	---
<b>Profit after Appropriation</b>	<b>714.87</b>	616.07
<b>Add: Balance brought forward from previous year</b>	<b>1886.82</b>	1270.75
<b>Balance carried forward to Balance Sheet</b>	<b>2601.69</b>	1886.82

For the year 2014-2015, there is a profit after tax of ₹ 1450.59 lac as against ₹ 1100.45 lac in the previous year.

### DIVIDEND

The Directors are pleased to recommend a dividend of 35% i.e ₹ 3.50 per Equity Share of ₹ 10/- each on 52,53,113 Equity Shares of the Company for the year 2014-15 (previous year 30% i.e. ₹3 [ ₹1.50 Interim + ₹ 1.50 Final] per Equity Share). The total dividend payout will be ₹ 183.86 lac, excluding dividend distribution tax of ₹ 37.43 lac.

### WORKING FOR THE CURRENT YEAR

During the year under review, your Company achieved a turnover of ₹ 4226.47 lac, as against ₹3623.57 lac in the previous year, recording a growth of 16.64%. The Company recorded an increase of 31.82% in its profit after tax which grew from ₹1100.45 lac to ₹1450.59 lac. The Company's healthy performance was attributed to better realisation in terminal tankage charges and improvement in the average commercial utilization charges of tanks

# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

## **SUBSEQUENT FINANCIAL YEAR 2015-16**

For the financial year 2015-16, the demand for tankage is expected to remain firm. However, two new bulk liquid storage terminals coming up in the port of Pipavav may lead to shift of some cargo from Kandla to Pipavav due to proximity of Pipavav to consumption centres in Mumbai and South Gujarat. This may lead to marginal depression in tank terminalling charges at Kandla.

## **EXPANSION / MODERNISATION**

The Company has been exploring new avenues to optimize and expand its present capacity at its Terminals at Kandla. The Company is awaiting necessary permissions from the authorities for constructing additional capacity of about 7000KL at its Terminal No.1 for enhancing revenues. During the year, the Company proposes to convert further of its existing Mild Steel tanks into Stainless Steel tanks based on the market demand.

The Company has about 10 acres of land on long term lease basis at Kakinada port in Andhra Pradesh. The Company plans to put up both Dry Cargo Warehousing and Bulk Liquid Terminal facilities at Kakinada.

The Company has already received approval from Inter Ministerial Committee for putting up a CFS on a part of the 16 acres freehold land purchased by the Company at Pipavav port in Gujarat. The Company proposes to set up a Container Freight Station [CFS], Bonded Warehouse and Bulk Liquid terminal at Pipavav. The work at Pipavav is expected to commence after Phase I of the Composite Logistics Hub Project of the subsidiary Company, Kesar Multimodal Logistics Ltd. (KMLL) starts its operations.

## **SUBSIDIARY COMPANY**

The % shareholding, of the Company along with its Nominees in the Equity Share Capital of Kesar Multimodal Logistics Ltd. (KMLL) is above 50%. Hence there is a Holding - Subsidiary relationship between the Company & KMLL. The Annual Report of the Company does not contain the individual financial statements of KMLL, but contains the audited consolidated financial statements of the Company and KMLL. The Annual Accounts of the Subsidiary Company, along with the related information, is available for inspection at the Company's registered office. Particulars under AOC-1 forms part of the notes to the financial statements annexed herewith.

## **CONSOLIDATION OF FINANCIAL STATEMENTS**

The Consolidated Financial Statements of the Company prepared as per Accounting Standard AS 21, consolidating the Company's accounts with its subsidiary have also been included as part of this Annual Report.

## **COMPOSITE LOGISTICS HUB PROJECT AT MADHYA PRADESH**

During the year, the construction work of the first phase of the project was nearly completed and was in line with the timeline provided by the Mandi Board, Madhya Pradesh. The commissioning of the Private Freight Terminal and ICD is awaiting clearances from the relevant authorities upon receipt of which commercial operation will start in full swing. The Company has started marketing its Private Freight Terminal, Cold Storage facilities and agro warehouses etc. in the catchment area which has received a positive response.

## **SHARE CAPITAL**

The paid up Equity Share Capital as on 31.3.2015 was ₹ 5.25 crore. During the year under review, the Company has not issued any shares.

## **BOARD MEETINGS**

During the year 5 (five) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **DIRECTORS & KEY MANAGERIAL PERSONNEL**

During the year under review Shri K Kannan, Independent Director of the Company expired on 18.12.2014 due to ill health. The Board appreciated and placed on record his pivotal role in formation and development of the Company in particular and Kesar Group in general.

During the year, based on the recommendation of the Nomination & Remuneration Committee, the Board at

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its meeting held on 7.8.2014, approved the appointment of Shri H R Kilachand, Executive Chairman, Shri Sant Khare, Chief Executive Officer, Shri Vipul Doshi, Chief Financial Officer and Shri Bhautesh Shah, Company Secretary as the Key Managerial Personnel(s) pursuant to Section 203 of the Companies Act, 2013.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms and conditions of appointment of the Independent Directors are posted on the website of the Company.

In accordance, with the provisions of the Companies Act, 2013, Shri J K Devgupta, Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. Pursuant to Clause 49 of the Listing Agreement, the brief profile of Shri J K Devgupta retiring at the ensuing Annual General Meeting forms part of the Corporate Governance Report.

Pursuant to the provisions of Clause 49 of the Listing Agreement, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model of the company etc through various initiatives. The details of the aforementioned programme is available at the Company's website [www.kesarinfra.com/Investor's Corner/Policies](http://www.kesarinfra.com/Investor's%20Corner/Policies).

## **BOARD EVALUATION / APPOINTMENT AND REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT**

Pursuant to the provisions of the Companies Act, 2013, the Board carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit & Nomination & Remuneration Committees.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report. The details of the Nomination & Remuneration Policy are available on the website of the Company [www.kesarinfra.com/Investor's Corner/Policies](http://www.kesarinfra.com/Investor's%20Corner/Policies).

## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- i) that in preparation of the annual accounts for the financial year ended on 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss for that period;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the Annual Accounts for the financial year ended on 31st March, 2015 on a going concern basis.
- v) that the Directors have laid down proper internal financial controls in place and that such internal financial controls are adequate and were operating effectively.
- vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **RELATED PARTY TRANSACTIONS**

The details of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in form AOC-2 is annexed herewith as **Annexure "A"**.

A policy of Related Party Transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company [www.kesarinfra.com/Investor's Corner/Policies](http://www.kesarinfra.com/Investor's%20Corner/Policies).

# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure "B"**.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT AND CORPORATE GOVERNANCE REPORT**

The Management Discussion & Analysis Report, is annexed and forms part of this Annual Report.

The Company has complied with the Corporate Governance requirements as stipulated under Clause 49 of the Listing Agreement with the stock exchanges. A separate section on Corporate Governance, along with a certificate from the auditors confirming the compliance, is also annexed and forms part of the Annual Report.

## **INSIDER TRADING**

In compliance with the SEBI regulation on prevention of Insider Trading, your Company has framed a comprehensive code which lays down guidelines and advises the Directors and employees of the Company on procedures to be followed and disclosures to be made, while dealing in securities of the Company. During the year under review, the Company adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of Conduct for Prohibition of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015

## **SEXUAL HARASSMENT POLICY**

The Company has constituted an Internal Complaint Committee (ICC) for prevention and redressal of complaints / grievances on the sexual harassment of women at work places. During the year under review no incident had taken place.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars under Section 134(3)(m) of the Companies Act, 2013 with respect to conservation of energy, technology absorption is not applicable to the Company.

During the year under review, there were no foreign Exchange Earnings (Previous year Nil) and Foreign Exchange Outgo stood at ₹3,45,398 (Previous Year ₹ 22,75,075).

## **FIXED DEPOSITS**

As per the Companies Act, 2013, the Company is not eligible to raise Fixed Deposits in terms of Section 73 of the Act. Hence, the Company has not accepted / renewed Fixed Deposits w.e.f. 1.4.2014.

Further, as per Clause 74(1) of the Companies Act, 2013, the Company was required to repay the existing Fixed Deposits on or before 31.3.2015. However, the Company as per Section 74(2) of the Companies Act, 2013 has filed a petition with the Company Law Board, Mumbai Bench for extension of time to repay Fixed Deposits, the amount of which stood at ₹ 1,84,86,995/- including interest as at 31.3.2015. One Fixed Deposit of ₹ 30,000 remained unclaimed under the deposits accepted under the Companies Act, 1956.

## **AUDITORS**

M/s Haribhakti & Co. LLP, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The Company has received a letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for reappointment. Since, M/s Haribhakti & Co. LLP, has been functioning as Auditors of your Company for 6 years as per Section 139 of



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the Companies Act, 2013, they have to be appointed for the remaining part of their tenure i.e. maximum number of 4 years. Necessary resolution for their re-appointment has been included in the Notice convening the ensuing Annual General Meeting.

## INTERNAL CONTROL SYSTEM & INTERNAL AUDITORS

The Company has an adequate Internal Control System. All transactions are properly authorised, recorded and reported to the Management. The Company has Independent Auditors M/s. Ashok Jayesh & Co., Chartered Accountants to review critical areas of operations. The Audit Reports are reviewed periodically by the management and the Audit Committee of the Board and appropriate measures are taken to improve the process.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ragini Chokshi & Co., Company Secretaries firm in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **"Annexure C"**.

## CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility and sustainable development are the umbrellas of ethical behaviour. The Company is committed to the health and safety of its employees and its neighbourhood and believes in pursuing its business growth objectives in a socially responsible and ecologically sustainable way. Your Company as a responsible corporate citizen strives to add value to society and address the contemporary societal needs and challenges. The Company has undertaken CSR activities in accordance with Schedule VII of the Companies Act, 2013.

As the Company meets with one of the criteria of Section 135(1) of the Companies Act, 2013, it has constituted a CSR Committee. The composition and functions of the CSR Committee has been detailed in the Corporate Governance Report.

The Annual Report on CSR activities is annexed herewith as **"Annexure D"**.

## EMPLOYEES

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

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

The information required pursuant to Section 197 read with Rule 5(2)&(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

## ACKNOWLEDGEMENT

Your Directors wish to place on record their grateful appreciation for the assistance and cooperation extended by the Banks, Financial Institutions, Customers and the wholehearted support extended by the shareholders during the year.

**By Order of the Board of Directors**

Mumbai  
6th August, 2015

**H R KILACHAND**  
**CHAIRMAN**  
**DIN: 00294835**

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

“Annexure “A”

## Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

### Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship: Not Applicable
  - (b) Nature of contracts/arrangements/transactions:
  - (c) Duration of the contracts / arrangements/transactions:
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) Date(s) of approval by the Board:
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:
2. Details of material contracts or arrangement or transactions at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship: Kesar Multimodal Logistics Ltd. [KMLL] [KMLL is the subsidiary of the Company]
  - (b) Nature of contracts/arrangements/transactions: Rendering of services u/s 188(1) of the Companies Act, 2013
  - (c) Duration of the contracts / arrangements/transactions: 1.4.2014 to 31.3.2016
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:

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. 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. The Company has contributed an aggregate of ₹24.50 crore approximately from 1.4.2014 to 31.5.2015 towards Equity Share Capital and Loans of the Company [₹16 crore as Equity Share Capital and ₹8.5 crore as Loans]. Further, the construction of Phase I of the Project is still under progress and timely infusion of funds shall be required. Hence, the Company proposes to infuse / provide a sum not exceeding ₹21.50 crore in tranches subject to the requirement of the Company for the year from 1.4.2015 to 31.3.2016.
  - (e) Date(s) of approval by the Board, if any: 7.8.2014, 5.11.2014, 28.5.2015 & 6.8.2015.
  - (f) Amount paid as advances, if any: ₹12.93 Crore (₹8.50 Crore for the year 2014-15 & ₹4.43 Crore till 6.8.2015)

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

**H R Kilachand**  
Chairman  
DIN: 00294835



# Annual Report 2014-2015

“Annexure B”

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31/03/2015  
Of**

**Kesar Terminals & Infrastructure Limited**  
[Pursuant to Section 92(3) of the Companies Act, 2013  
And

Rule 12(1) of the Companies (Management. and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L45203MH2008PLC178061
ii)	Registration Date [DDMMYY]	21.1.2008
iii)	Name of the Company	Kesar Terminals & Infrastructure Limited
iv)	Category of the Company	Public Company
	Sub Category of the Company	Limited by Shares
v)	Address of the Registered Office and contact details	Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai 400020. Tel: 022-22851737
vi)	Whether listed Company	Yes
vii)	Name and Address and Contact details of Registrar & Transfer Agent, if any	M/s Sharex Dynamic (India) Pvt. Ltd. Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400072 Tel: 022-28515606 /28515644

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Storage & Handling Services of Liquid Chemicals	Not Available	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary Company	99.94%	2(87)
2	Kesar Enterprises Limited	L24116MH1933PLC001996	Associate Company	9.52%	2(6)

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	De mat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	8,16,019	59,196	8,75,215	16.661	8,16,019	59,190	8,75,209	16.661	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

d) Bodies Corp.	22,72,709	0	22,72,709	43.264	22,72,715	0	22,72,715	43.264	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>30,88,728</b>	<b>59,196</b>	<b>31,47,924</b>	<b>59.925</b>	<b>30,88,734</b>	<b>59,190</b>	<b>31,47,924</b>	<b>59.925</b>	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	70	70	0.001	0	70	70	0.001	-
b) Banks / FI	276	486	762	0.015	776	486	1262	0.024	0.009
c) Central Govt	770	0	770	0.015	770	0	770	0.015	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	1,500	0	1,500	0.029	0.029
f) Insurance Companies	4,73,940	0	4,73,940	9.022	2,55,941	0	2,55,941	4.872	(4.15)
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>4,74,986</b>	<b>556</b>	<b>4,75,542</b>	<b>9.053</b>	<b>2,58,987</b>	<b>556</b>	<b>2,59,543</b>	<b>4.941</b>	<b>(4.112)</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2,82,587	973	2,83,560	5.398	3,05,009	973	3,05,982	5.825	0.427
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	8,14,174	1,80,486	9,94,660	18.935	10,56,805	1,75,045	12,31,850	23.450	4.515
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	2,49,829	28,000	2,77,829	5.289	2,34,079	0	2,34,079	4.456	(0.833)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	65,768	140	65,908	1.255	60,053	140	60,193	1.146	(0.109)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	7,690	0	7,690	0.146	13,542	0	13,542	0.258	0.112
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>14,20,048</b>	<b>2,09,599</b>	<b>16,29,647</b>	<b>31.023</b>	<b>16,69,488</b>	<b>1,76,158</b>	<b>18,45,646</b>	<b>35.134</b>	<b>4.112</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	18,95,034	2,10,155	21,05,189	40.075	19,28,475	1,76,714	21,05,189	40.075	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>49,83,762</b>	<b>2,69,351</b>	<b>52,53,113</b>	<b>100.00</b>	<b>50,17,209</b>	<b>2,35,904</b>	<b>52,53,113</b>	<b>100.00</b>	-

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kesar Corporation Pvt. Ltd.	14,49,250	27.588	-	14,49,250	27.588	-	-
2	Kesar Enterprises Ltd.	4,99,994	9.518	-	5,00,000*	9.518	-	-
3	H. R. Kilachand	3,87,129	7.370	-	3,87,129	7.370	-	-
4	M. H. Kilachand	1,45,860	2.777	-	1,45,860	2.777	-	-

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5	Indian Commercial Company Pvt. Ltd.	1,62,584	3.095	-	1,62,584	3.095	-	-
6	Rohan Kilachand	1,32,357	2.520	-	1,32,357	2.520	-	-
7	Rohita Harsh Kilachand	1,31,476	2.503	-	1,31,476	2.503	-	-
8	Duracell Investments & Finance Pvt. Ltd.	1,00,240	1.908	-	1,00,240	1.908	-	-
9	Seel Investment Pvt Ltd.	53,535	1.019	-	5,3535	1.019	-	-
10	Rajnikant A Kilachand	37,245	0.709	-	37,245	0.709	-	-
11	Harsh R Kilachand (HUF)	19,197	0.365	-	19,197	0.365	-	-
12	Rajnikant A Kilachand	7,593	0.145	-	7,593	0.145	-	-
13	India Carat Pvt. Ltd.	7,106	0.135	-	7,106	0.135	-	-
14	Shreemati Ambalal Kilachand	6,073	0.116	-	6,073	0.116	-	-
15	Rajnikant A Kilachand	5,622	0.107	-	5,622	0.107	-	-
16	Harsh R Kilachand	2,058	0.039	-	2,058	0.039	-	-
17	Rajnikant A Kilachand	315	0.006	-	315	0.006	-	-
18	Harsh R Kilachand	256	0.005	-	256	0.005	-	-
19	Amrish R Kilachand	21	0.000	-	21	0.000	-	-
20	Ramila R Kilachand	7	0.000	-	7	0.000	-	-
21	Harsh R Kilachand as Nominee of Kesar Enterprises Limited	1 *	0.000	-	-	-	-	0.00
22	M. H. Kilachand as Nominee of Kesar Enterprises Limited	1 *	0.000	-	-	-	-	0.00
23	A. S. Ruia as Nominee of Kesar Enterprises Limited	1 *	0.000	-	-	-	-	0.00
24	J. K. Devgupta as Nominee of Kesar Enterprises Limited	1 *	0.000	-	-	-	-	0.00
25	V. J. Doshi as Nominee of Kesar Enterprises Limited	1 *	0.000	-	-	-	-	0.00
26	D. J. Shah as Nominee of Kesar Enterprises Limited	1 *	0.000	-	-	-	-	0.00
	<b>Total</b>	<b>31,47,924</b>	<b>59.925</b>	<b>-</b>	<b>31,47,924</b>	<b>59.925</b>	<b>-</b>	<b>-</b>

\* During the year there was an Inter-se Transfer of 6 Equity Shares amongst the Promoter Group i.e. 1 share each of Sr. No. 21 to Sr. No. 26 [both inclusive] aggregating to 6 shares was transferred to Kesar Enterprises Ltd. [KEL]. Accordingly, the total shareholding of KEL increased from 4,99,994 to 5,00,000 Equity Shares. Hence, there was no change in the total shareholding of the Promoter / Promoter Group.

### iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>	52,53,113	100	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	<b>At the end of the year</b>	52,53,113	100	-	-

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

### iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>The Oriental Insurance Company Ltd.</b>				
	<b>At the beginning of the year</b>	2,47,220	4.706		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer – 19.12.2014	(6,186)	(0.118)	2,41,034	4.588
	Transfer – 31.12.2014	(5,625)	(0.107)	2,35,409	4.481
	Transfer – 2.1.2015	(2,692)	(0.051)	2,32,717	4.430
	Transfer – 9.1.2015	(5,820)	(0.110)	2,26,897	4.320
	Transfer – 16.1.2015	(1,382)	(0.027)	2,25,515	4.293
	Transfer – 6.2.2015	(2,126)	(0.040)	2,23,389	4.253
	<b>At the end of the year</b>	2,23,389	4.253	2,23,389	4.253
<b>2.</b>	<b>National Insurance Company Ltd.</b>				
	<b>At the beginning of the year</b>	2,26,720	4.316		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer – 30.5.2014	(5,743)	(0.110)	2,20,977	4.206
	Transfer – 6.6.2014	(9,237)	(0.175)	2,11,740	4.031
	Transfer – 4.7.2014	(28,475)	(0.542)	1,83,265	3.489
	Transfer – 11.7.2014	(43,066)	(0.820)	1,40,199	2.669
	Transfer – 1.8.2014	(9,462)	(0.180)	1,30,737	2.489
	Transfer – 8.8.2014	(4,017)	(0.077)	1,26,720	2.412
	Transfer – 12.9.2014	(36,582)	(0.696)	90,138	1.716
	Transfer – 19.9.2014	(25,000)	(0.476)	65,138	1.240
	Transfer – 30.9.2014	(12,586)	(0.240)	52,552	1.000
	Transfer – 5.12.2014	(15,000)	(0.285)	37,552	0.715
	Transfer – 6.2.2015	(5,000)	(0.095)	32,552	0.620
	<b>At the end of the year</b>	32,552	0.620	32,552	0.620
<b>3.</b>	<b>Mentor Capital Ltd.</b>				
	<b>At the beginning of the year</b>	1,57,795	3.004		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Purchase – 5.9.2014	12,705	0.242	1,70,500	3.246
	Transfer – 30.9.2014	(1,323)	(0.025)	1,69,177	3.221
	Purchase – 7.11.2014	15,932	0.303	1,85,109	3.524
	Purchase – 14.11.2014	5,341	0.101	1,90,450	3.625

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Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Transfer – 23.1.2015	(11,109)	(0.211)	1,79,341	3.414
	Transfer – 30.1.2015	(1,032)	(0.020)	1,78,309	3.394
	Transfer – 6.2.2015	(2,390)	(0.045)	1,75,919	3.349
	Transfer – 27.2.2015	(549)	(0.011)	1,75,370	3.338
	<b>At the end of the year</b>	1,75,370	3.338	1,75,370	3.338
<b>4.</b>	<b>Raju Bhandari</b>				
	<b>At the beginning of the year</b>	41,504	0.790		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer – 13.2.2015	(30)	0.00	41,474	0.790
	<b>At the end of the year</b>	41,474	0.790	41,474	0.790
<b>5.</b>	<b>Mayur V Shah</b>				
	<b>At the beginning of the year</b>	34,777			0.662
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Purchase – 30.5.2014	1,055	0.020	35,832	0.682
	Transfer – 22.8.2014	(4,644)	(0.088)	31,188	0.594
	Transfer -29.8.2014	(1,133)	(0.022)	30,055	0.572
	Transfer – 19.9.2014	(4,000)	(0.072)	26,055	0.500
	Transfer – 3.10.2014	(1,017)	(0.023)	25,038	0.477
	Transfer – 17.10.2014	(852)	(0.017)	24,186	0.460
	Transfer – 24.10.2014	(1,500)	(0.028)	22,686	0.432
	Transfer – 14.11.2014	(3,131)	(0.060)	19,555	0.372
	Transfer – 21.11.2014	(4,400)	(0.084)	15,155	0.288
	Transfer – 28.11.2014	(2,000)	(0.038)	13,155	0.250
	Transfer – 19.12.2014	(4,155)	(0.079)	9,000	0.171
	Transfer – 31.12.2014	(3,750)	(0.071)	5,250	0.100
	Transfer – 9.1.2015	(205)	(0.004)	5,045	0.096
	Transfer – 6.2.2015	(2,361)	(0.045)	2,684	0.051
	Transfer – 20.2.2015	(1,697)	(0.032)	987	0.019
	Transfer – 27.2.2015	(928)	(0.018)	59	0.001
	<b>At the end of the year</b>	59	0.001	59	0.001
<b>6.</b>	<b>Vishnu Dev G</b>				
	<b>At the beginning of the year</b>	30000	0.571		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Transfer – 5.9.2014	(2,712)	(0.052)	27,288	0.519
	Transfer – 12.9.2014	(27,288)	(0.519)	-	-
	<b>At the end of the year</b>	-	-	-	-
<b>7.</b>	<b>Mukesh Babu</b>				
	<b>At the beginning of the year</b>	28,000	0.533		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer -19.9.2014	(28,000)	(0.533)	-	-
	<b>At the end of the year</b>	-	-	-	-
<b>8.</b>	<b>Manish Sangani</b>				
	At the beginning of the year	25,158	0.479	25,158	0.479
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-		
	<b>At the end of the year</b>	25,158	0.479	25,158	0.479
<b>9.</b>	<b>Jyoti Savla</b>				
	<b>At the beginning of the year</b>	25,000	0.476		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer - 6.6.2014	(1,000)	(0.019)	24,000	0.457
	Transfer -13.6.2014	(1,000)	(0.019)	23,000	0.438
	Transfer -1.8.2014	(1,000)	(0.019)	22,000	0.419
	Transfer – 22.8.2014	(1,000)	(0.019)	21,000	0.400
	Transfer -30.9.2014	(3,500)	(0.067)	17,500	0.333
	Transfer- 17.10.2014	(633)	(0.012)	16,867	0.321
	Transfer – 7.11.2014	(4,367)	(0.083)	12,500	0.238
	Transfer - 28.11.2014	(1,211)	(0.023)	11,289	0.215
	Transfer - 12.12.2014	( 500)	(0.010)	10,789	0.205
	Transfer – 31.12.2014	(2,389)	(0.045)	8,400	0.160
	Transfer – 9.1.2015	(271)	(0.005)	8,129	0.155
	Transfer – 23.1.2015	(129)	(0.003)	8,000	0.152
	Transfer – 6.2.2015	(2,000)	(0.038)	6,000	0.114
	Transfer – 20.2.2015	(5,700)	(0.108)	30	0.006
	Transfer -6.3.2015	(300)	(0.006)	-	-
	<b>At the end of the year</b>	-	-	-	-

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Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10.	<b>Haresh Keswani</b>				
	<b>At the beginning of the year</b>	22,626	0.431		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer: 11.7.2014	(22,626)	(0.431)	-	-
	<b>At the end of the year</b>	-	-	-	-

## v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
	<b>Shareholding of Directors</b>				
	Shri H R Kilachand	4,08,640	7.780	4,08,640	7.780
	Smt. M H Kilachand	1,45,860	2.777	1,45,860	2.777
	Shri K Kannan*	175	0.003	175	0.003
	Shri A S Ruia	700	0.013	700	0.013
	Shri J N Godbole	-	-	-	-
	Shri R S Loona	-	-	-	-
	Shri J K Devgupta	140	0.002	140	0.002
	<b>Key Managerial Personnel</b>				
	Shri Sant Khare, CEO	-	-	-	-
	Shri Vipul Doshi, CFO	-	-	-	-
	Shri Bhautesh Shah, CS	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	<b>At the end of the year</b>				
	<b>Shareholding of Directors</b>				
	Shri H R Kilachand	4,08,640	7.780	4,08,640	7.780
	Smt. M H Kilachand	1,45,860	2.777	1,45,860	2.777
	Shri K Kannan*	175	0.003	175	0.003
	Shri A S Ruia	700	0.013	700	0.013
	Shri J N Godbole	-	-	-	-
	Shri R S Loona	-	-	-	-
	Shri J K Devgupta	140	0.002	140	0.002
	<b>Key Managerial Personnel</b>				
	Shri Sant Khare, CEO	-	-	-	-
	Shri Vipul Doshi, CFO	-	-	-	-
	Shri Bhautesh Shah, CS	-	-	-	-

\* Expired on 18.12.2014

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	9,19,31,639	2,30,90,671	2,23,33,000	13,73,55,310
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5,812	16,76,168	5,94,651	22,76,631
<b>Total (i+ii+iii)</b>	<b>9,19,37,451</b>	<b>2,47,66,839</b>	<b>2,29,27,651</b>	<b>13,96,31,941</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	20,15,59,651	-	-	20,15,59,651
* Reduction	10,17,40,496	66,73,459	67,65,000	11,51,78,955
<b>Net Change</b>	<b>9,98,19,155</b>	<b>66,73,459</b>	<b>67,65,000</b>	<b>8,63,80,696</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	19,17,50,794	1,64,17,212	1,55,68,000	22,37,36,006
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	20,29,914	3,05,387	13,37,442	36,72,743
<b>Total (i+ii+iii)</b>	<b>19,37,80,708</b>	<b>1,67,22,599</b>	<b>1,69,05,442</b>	<b>22,74,08,749</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (in ₹) p.a
		H R Kilachand Executive Chairman	Shri J K Devgupta Executive Director \$	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	34,90,560	14,74,906	49,65,466
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,99,374	-	1,99,374
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5	Others, please specify - Incentive	35,00,000		35,00,000
	<b>Total (A)</b>	<b>71,89,934</b>	<b>14,74,906</b>	<b>86,64,840</b>
	Ceiling as per the Act	Remuneration paid within the ceiling limit		

\$ The above salary is for the period from 1.4.2015 to 10.5.2015. After the completion of his tenure as Executive Director he was appointed as a Non Executive Director of the Company w.e.f. 22.5.2014. Accordingly, his remuneration as a Non Executive Director is given below.



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## B. Remuneration to other directors

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri A S Ruia	Shri K Kannan*	Shri J N Godbole	
1	Independent Directors				
	Fee for attending board committee meetings	3,40,000	80,000	3,80,000	8,00,000
	Commission	2,00,000	-	2,00,000	4,00,000
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>5,40,000</b>	<b>80,000</b>	<b>5,80,000</b>	<b>12,00,000</b>
2	Other Independent / Non-Executive Directors	<b>Smt. M H Kilachand</b>	<b>Shri R S Loona</b>	<b>Shri J K Devgupta</b>	
	Fee for attending board committee meetings	1,20,000	2,20,000	40,000	3,80,000
	Commission	2,00,000	2,00,000	2,00,000	6,00,000
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>3,20,000</b>	<b>4,20,000</b>	<b>2,40,000</b>	<b>9,80,000</b>
	<b>Total (B)=(1+2)</b>	<b>8,60,000</b>	<b>5,00,000</b>	<b>8,20,000</b>	<b>21,80,000</b>
	Overall Ceiling as per the Act	Within the ceiling limit			

\* Expired on 18.12.2014

## C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

S N	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	CS	Total (in ₹)\$
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,41,588	37,37,126*	8,79,500	1,06,58,214
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>60,41,588</b>	<b>37,37,126*</b>	<b>8,79,500</b>	<b>1,06,58,214</b>

\* The salary is for the period from 7.8.2014 to 31.3.2015.

\$ The above remuneration excludes contribution to Provident Fund, Leave Travel Allowance, Gratuity & Super Annuation etc.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A	N.A	NIL	N.A	N.A
Punishment	N.A	N.A	NIL	N.A	N.A
Compounding	N.A	N.A	NIL	N.A	N.A
<b>B. DIRECTORS</b>					
Penalty	N.A	N.A	NIL	N.A	N.A
Punishment	N.A	N.A	NIL	N.A	N.A
Compounding	N.A	N.A	NIL	N.A	N.A
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A	N.A	NIL	N.A	N.A
Punishment	N.A	N.A	NIL	N.A	N.A
Compounding	N.A	N.A	NIL	N.A	N.A

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

“ANNEXURE C”

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

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

**FOR THE PERIOD 01-04-2014 TO 31-03-2015**

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

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

Based on our verification of the **KESAR TERMINALS & INFRASTRUCTURE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period **1st April, 2014 to 31st March, 2015** (“the reporting period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period **1st April, 2014 to 31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company did not issue any security during the financial year under review.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company did not have any scheme for its employees during the financial year under review.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities during the financial year under review.

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- f. The securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted its Equity Shares from any stock exchange during the financial year under review.
  - h. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2009 - Not applicable as the Company has not bought back any of its securities during the financial year under review.
- (vi) We have relied on the certificates obtained by the Company from the Management Committee/Function heads and based on the report received, there has been due compliance of all laws, orders, regulations and other legal requirements of the central, state and other Government and Legal Authorities concerning the business and affairs of the company.

We are of the opinion that the management has complied with the following laws specifically applicable to the Company:-

1. Factories Act, 1948
2. Industrial Disputes Act, 1947
3. Workmen's Compensation Act, 1923
4. Contract Labour Act, 1970
5. Provident Fund & Miscellaneous Provision Act, 1952
6. Payment of Wages Act, 1948
7. Payment of Bonus Act, 1965
8. Payment of Gratuity Act, 1972

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India. Not applicable since these Secretarial Standards will come into effect from 1st July, 2015 hence not applicable to the Company during the audit period under review.
- b) Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

## **We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the Minutes of the meetings of the Board of directors or Committee of the Board as the case may be.

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

# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

**We further report that** during the audit period, there were instances of:

The Company has passed following resolution by means of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(1) of the Companies (Management and Administration) Rules 2014.

1. Special resolution under Section 180(c) of the Companies Act, 2013 for borrowing limits of the Company;
2. Section 180(1) (a) of the Companies Act, 2013 giving authority to the Board of Directors to create charges on the Company's Properties;
3. Special Resolution under Section 186 of the Companies Act, 2013 for making Investment, Loan or give Guarantee of provides Security in connection with a loan.

**For Ragini Chokshi & Co.**

Place : Mumbai

Date : 6.8.2015

**Mrs. Ragini Chokshi**

(Partner)

C.P. No. 1436

FCS No. 2390

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

## **'Annexure A'**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

**For Ragini Chokshi & Co.**

Place : Mumbai

Date : 6.8.2015

**Mrs. Ragini Chokshi**

(Partner)

C.P. No. 1436

FCS No. 2390

# Annual Report 2014-2015

## Annexure "D"

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A Brief Outline of the Company's CSR Policy, including overview of Projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs – CSR Policy is available at the weblink: [www.kesarinfra.com/Investor's Corner/Policies](http://www.kesarinfra.com/Investor's_Corner/Policies). Overview of the Projects proposed / undertaken is provided below.
2. The Composition of the CSR Committee:  
Shri J N Godbole, Chairman of the Committee (Independent Director)  
Shri R S Loona, Member (Independent Director)  
Smt. M H Kilachand, Member (Non Executive Director)
3. Average net profit of the Company for the last three years: ₹13.36 crore
4. Prescribed CSR expenditure (two percent of the amount as in item 3 above): ₹ 0.27 crore approx
5. Details of CSR spent during the financial year;
  - (a) Total amount to be spent for the financial year : ₹ 0.27 crore approx
  - (b) Amount unspent, if any: ₹ 0.13 crore approx
  - (c) Manner in which the amount spent during the financial year is detailed below:

(Amount in ₹)

Sr No.	CSR Project or activity identified	Sector in which the Project is covered	Location	Amount Outlay (Budget) Project or Program wise	Amount spent on the Project or Program	Cumulative Expenditure upto the reporting period	Amount spent
1.	Construction / Repairing of Aanganwadi for Women and Children in village	Education and upliftment of women and children	Byavara Village, Powerkheda, Hoshangabad District, Madhya Pradesh	6 lacs	6.16 lacs	6.16 lacs	6.16 lacs
2.	Donation of Ambulance to the Forest Department to promote healthcare facilities	Preventive Healthcare	Hoshangabad District, Madhya Pradesh	7.71 lacs	7.71 lacs	7.71 lacs	7.71 lacs

6. The Company for the financial year 2014-15 had spent ₹ 0.14 core approx for the CSR Activities. The balance amount of ₹ 0.13 crore approx is lying unspent. The Committee at its meeting held on 28.5.2015 reviewed various proposals placed before them and awaited for additional information on certain proposals. In order to ensure that CSR projects undertaken by us are selected, implemented and monitored in a strategic and systematic manner, such that the impacts created can be sustainable, our efforts for the financial year 2014-15 focused on establishing systems and process to enable the same. Accordingly, the balance amount of ₹ 0.13 crore would be carried forward and added to the CSR spending for the next financial year 2015-16 for its proper implementation.
7. The CSR Committee further states that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

For and on behalf of the Corporate Social Responsibility Committee

**H R Kilachand**  
Chairman  
DIN: 00294835

**J N Godbole**  
Chairman - CSR Committee  
DIN: 00056830

Mumbai, 28th May, 2015

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## Annexure "E"

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

Sr. No.	Requirement	Disclosure	Ratio
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<b>Executive Directors:</b> Shri H R Kilachand, Executive Chairman: Shri J K Devgupta, Executive Director: [upto 10.5.2014] <b>Non Executive Directors:</b> Shri A S Ruia: Shri K Kannan [upto 18.12.2014]: Smt. M H Kilachand: Shri J N Godbole: Shri R S Loona: Shri J K Devgupta [w.e.f 22.5.2014]:	13.26:1 2.72:1  0.99:1 0.15:1 0.59:1 1.07:1 0.77:1 0.44:1
2.	The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year	<b>Executive Directors:</b> Shri H R Kilachand, Executive Chairman: Shri J K Devgupta, Executive Director: [upto 10.5.2014] <b>Non Executive Directors:</b> Shri A S Ruia: Shri K Kannan [upto 18.12.2014]: Smt. M H Kilachand: Shri J N Godbole: Shri R S Loona: Shri J K Devgupta  <b>Key Managerial Personnel:</b> CEO: CFO:  CS:	% Increase  6.82% (74.05)%  53.41% (70.80)% 100.00% 64.77% 52.17% Not Comparable as appointed w.e.f 22.5.2014  22.36% Not comparable as joined w.e.f. 7.8.2014 18.96%
3.	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 7.9%	
4.	The number of permanent employees on the rolls of the Company	There were 66 permanent employees on the rolls of the Company as on March 31, 2015	
5.	The explanation on the relationship between average increase in remuneration and Company performance	During the year under review, the average increase in remuneration of employees of the Company was in correlation with growth and profitability achieved by the Company. While considering increase in remuneration of employees, the Company considered the following broad parameters: - Individual performance vis-à-vis Company's performance - Industry standards and benchmark - Competencies, qualifications, industry experience and the scope of the work etc. The average increase in remuneration of the employees of the Company was 12.35%	

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Sr. No.	Requirement	Disclosure
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	During the year 2014-15, the total remuneration paid to KMPs were approximately 14.37% of the Net Profit After Tax.
7.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current Financial Year and previous Financial Year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	The market capitalisation of the Company has increased from ₹46.17 crores as of March 31, 2014 to ₹203.30 crores as of March 31, 2015. Over the same period, the PE ratio improved from 4.20x to 14.02x. The Storage division of Kesar Enterprises Ltd. was demerged into the Company vide High Court Order dated 12.3.2010 and 7 Equity shares of the Company were issued for every 10 Equity Shares of KEL to the Shareholders of KEL on 1.6.2010. Hence, the Comparison could not be done.
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in salaries of Employees, other than managerial personnel, during the year under review was 9.32%, whereas average percentile increase in salaries of Managerial Personnel during the year under review was 18.30%. This increase in salaries was in line with factors mentioned in Point No. 5 above
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Comparison of remuneration of each of the KMP against the performance of the Company is as under: Executive Chairman – 4.96% Executive Director – 1.02% [upto 10.5.2014] Chief Executive officer – 4.38% Chief Financial Officer – 2.58% [w.e.f. 7.8.2014] Company Secretary – 0.68%
10.	The key parameters for any variable component of remuneration availed by the Directors	The variable component of remuneration availed by Directors are considered by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee as per the Remuneration Policy.
11.	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year	Not Applicable
12.	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

Explanation.-

- (i) The expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;
- (ii) If there is an even number of observations, the median shall be the average of the two middle values.

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

**H R Kilachand**  
Chairman  
DIN: 00294835

6th August, 2015



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### SCENARIO IN INDIA

#### Bulk liquid Storage scenario

Bulk Liquid Industry comprises of crude oil, LNG, POL products, bulk chemicals & petrochemicals and vegetable oil. The industry contributes approximately 20% to country's exports and 40% to imports. The industry acts as a source of raw materials and intermediaries for a number of downstream sectors like automotive, textiles, consumer durables, personal care, energy and food production & processing.

The Indian liquid bulk trade is dominated by crude oil, POL and bulk chemical products. Imports of these products have grown at 6.9% CAGR over the last five years. Crude Oil constitutes 77% of liquid bulk imports and 60% of overall trade. Driven by the demand from transportation industry and growth in petrochemicals, crude oil imports have grown @ 7.5% CAGR. POL products constitute 93% of total exports and 27% of overall trade. Domestic refinery capacity additions and decline in demand of Naphtha for fertilizer production have led to increase in exports over last five years. Bulk Chemicals (organic chemicals, inorganic chemicals & alkali chemicals) and Petrochemicals constitute 5% of liquid bulk trade. Apart from industrial applications, they act as raw materials for manufacturing a number of chemicals.

Source: Tata Strategic Management Group Report

### INDUSTRY STRUCTURE & DEVELOPMENT

Increasing urbanization and rise in per-capita disposable income is resulting in a strong growth outlook for several key end use industries. This is going to positively impact the growth in Indian liquid bulk industry. Going ahead, liquid bulk trade volumes are set to grow at a rapid pace. The Government's thrust towards domestic manufacturing is expected to redefine the product flow patterns. Increasing volumes will lead to shift from containerized movement to bulk movement, creating opportunities for liquid bulk handling at Indian ports.

Indian ports sector consists of 13 major and about 200 non-major ports with major ports comprising almost 55% of country's trade by volume. Over the years, Indian ports have transitioned from handling typical break and bulk type cargoes to handle specialized cargoes like liquefied natural gas (LNG) and hazardous chemicals. The growth in traffic at Indian ports is expected to generate a number of opportunities for the sector. However, a comparison of Indian ports with respect to global ports clearly indicates inadequacies at Indian ports which lead to inefficient operational performance and poor resource utilization. Hence, in order to realize the true potential, Indian ports need to be competitive and efficient.

Challenges faced in Bulk Liquid handling at Indian Ports are:

Capacity constraints, lack of adequate infrastructure at Ports is a critical challenge faced in liquid bulk handling industry. Liquid bulk capacity utilization at Indian ports stands at 90-95%, much higher compared to international average of 70-75% which is considered to be ideal. This results in higher turnaround times and longer waiting period for berthing leading to port congestion. The major ports across upper west coast (Kandla, Mumbai and JNPT) account for almost 50% of liquid bulk handled at major ports with capacity utilization more than 95%.

Further, Lack of port infrastructure facilities at major ports, non-availability of port land, and inadequacy of inland terminals in the country continue to remain areas of concern for players in liquid terminalling business. Regulatory restrictions are also leading to increase in overall turnaround time and decrease in productivity at Indian ports.

### OPPORTUNITIES & THREATS

The Central Government is taking a number of progressive steps which would promote the growth of Indian liquid bulk industry. As a first step, it has deregulated the diesel prices. This would encourage private players to explore downstream distribution creating opportunities for storage providers. Currently, the Company's 2 Bulk Liquid Chemical Terminals at Kandla, Gujarat operates at a combined capacity of 127,000 Kilo Litres (KL) at with a total of 64 tanks including specialized tanks, such as stainless steel tanks, tanks equipped with heating and insulation facilities and coated tanks which stores speciality products. The Company is awaiting requisite approvals from concerned authorities to add further capacity of 7000 KL at its Terminal 1, Kandla. The Company plans to convert certain Mild Steel (MS) Tanks to Stainless Steel (SS) based upon demand from its customers which shall contribute additional revenues. The Company has converted one MS Tank to MS Heat traced special tank on a specific requirement of a customer. Further, the Company, through its subsidiary Kesar Multimodal Logistics Limited has expanded into logistics and is developing a Composite Logistics Hub at Powarkheda, Madhya Pradesh which includes facilities like Private Freight Terminal (Rail Terminal), Warehousing and Storage Terminals, Container Freight Station and Cold Storage Warehouses etc.

The Company has planned to expand its presence to places like Kakinada [Andhra Pradesh], Pipavav [Gujarat].



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## PERFORMANCE

The Company as on date operates in only one segment i.e Bulk liquid storage facility, the revenues of which for the current year stood at ₹ 4226.47 lac as against ₹ 3623.57 lac last year, showing an increase of 16.64 % in its topline. The profit after tax showed a jump of 31.82 % from ₹ 1100.45 lac last year to ₹ 1450.59 lac in the current year.

## OUTLOOK

### Diversification opportunities

The Company is in the process of increasing its installed capacity and modernising the existing plants at Kandla. The Company has already increased its capacity to 127,000 KL. and will add capacity to its Kandla Terminal by 7000KL shortly. The Company plans to set up a Dry Cargo Warehousing and Bulk Liquid Terminal at Kakinada, Andhra Pradesh and has already started with the land development work at the site. It has also plans to set up a Container Freight Station and a Bulk Liquid Terminal at Pipavav, Gujarat.

The subsidiary of the Company, Kesar Multimodal Logistics Ltd. [KMLL] formed for the execution of the “Composite Logistics Hub” project on PPP basis at Powarkheda, Madhya Pradesh has nearly completed the construction work of the first phase of the project, in line with the time period provided by the Mandi Board, Madhya Pradesh. The Phase I covers an entire range of logistics infrastructure like rail sidings for cargo and container movement, Rail Side Warehouses, Inland Container Depot, Bulk commodity and Food grain warehouses, Cold storages, Agro Processing Zone etc. The project is one of its kind to be put up in the State of Madhya Pradesh. The facilities of the Phase I of the Project was inaugurated by the Hon. Finance Minister, Shri Arun Jaitley on Saturday, 30th May, 2015 at Powarkheda, Madhya Pradesh in the presence of Hon. Chief Minister of Madhya Pradesh Shri Shivraj Singh Chouhan, other Cabinet Ministers & dignitaries and Chairman of the Company Shri H R Kilachand.

The facilities at the Composite Logistics Hub are to be developed in 2 phases. The operations at the 1st phase shall commence once the regulatory approvals are in place.

## RISKS AND CONCERNS

Every business is exposed to a certain amount of risk and concerns some of which may be regulatory or change in policy pertaining to the business, economic parameters, trade policy and geo-political factors, market risk, governmental clearances and approvals, credit risk which are difficult to foresee. The Company derives its revenues from its Bulk Liquid Terminals at Kandla, Gujarat. Since, the Company is majorly dependent on these Terminals for its revenues, it is exposed to specific risks that are particular to its business and environment in which it operates. The Company manages these risks by following business and risk mitigation practices.

## INTERNAL CONTROL SYSTEM

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

The Company has an internal Audit Cell and has also appointed an Internal Auditor [External]. All operating parameters are well defined and monitored periodically. The detail internal audit reports are discussed at length at various levels and thereafter the said reports are also placed before the Audit Committee for review and discussion. Further, the Company has an Independent Internal Auditor [External] M/s Ashok Jayesh & Associates to check the Internal Audit functions of the Company.

## FINANCIAL PERFORMANCE

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

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

The Company firmly believes that talented and engaged employees are the critical differentiators and provide competitive advantage for sustaining and growing the business in the intensified spiral of global competition. As such, the Company continues its focus on high performance, talent retention, employee engagement and focused approach for smooth organizational work flow. The Company has a total strength of 66 people as at 31.3.2015.

## FORWARD LOOKING STATEMENT

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

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## CORPORATE GOVERNANCE REPORT

### 1. Company's philosophy on Code of Governance:

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

### 2. Board of Directors:

The Composition of the Board of Directors is in conformity with the stipulation laid down in the Code of Corporate Governance prescribed by the Securities and Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement of the Stock Exchanges.

The Board includes reputed individuals with considerable professional expertise from fields like finance, legal, commercial, business administration and other related fields, who, not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board.

The Board of Directors consists of the following Directors. The Composition and Category of Directors is as follows:

Name of Directors	Category
Shri H R Kilachand (DIN:00294835)	: Executive Chairman [Promoter Director]*
Smt. M H Kilachand (DIN: 00296504)	: Non-Executive Promoter Director *
Shri A S Ruia (DIN: 00296622)	: Non-Executive Independent Director
Shri K Kannan (DIN:00001509)	: Non-Executive Independent Director (Expired on 18.12.2014)
Shri J N Godbole (DIN: 00056830)	: Non-Executive Independent Director
Shri R S Loona (DIN: 02305074 )	: Non-Executive Independent Director
Shri J K Devgupta (DIN: 00515391 )	: Non-Executive Director w.e.f. 22.5.2014

\* Shri H R Kilachand and Smt. M H Kilachand have a husband wife relationship which is required to be disclosed as per Clause 49 of the Listing Agreement.

Attendance of each Director at 5 Board Meetings held during 1.4.2014 to 31.3.2015, the last Annual General Meeting held on 4.7.2014 and the number of other Directorship and Chairmanship / Membership of Committees of each Director in various companies are as follows:

Name of the Director	Attendance Particulars						No. of other Directorships and Committee Member / Chairmanship		
	Out of 5 Board Meetings	Out of 4 Audit Committee Meetings	Out of 2 Nomination & Remuneration Committee Meeting	Out of 5 Share Transfer Committee Meetings	Total Sitting Fees paid (₹) ^	Last AGM	Other Directorships*	Committee Member#	Chairmanships
Shri H R Kilachand	5	4	1	5	--	Yes	2	2	-
Smt. M H Kilachand	5	N.A	N.A	N.A	1,20,000	Yes	1	-	-
Shri A S Ruia	5	4	2	5	3,40,000	Yes	3	2	2
Shri K Kannan§	2	1	1	N.A	80,000	Yes	-	-	-
Shri J N Godbole	5	4	2	5	3,80,000	Yes	9	6	3
Shri R S Loona	5	4	N.A	N.A	2,20,000	Yes	4	3	2
Shri J K Devgupta (Appointed on 22.5.2014)	2	N.A	N.A	N.A	40,000	No	-	-	-

\* Excludes Directorships in Pvt. Ltd. Companies and Section 25 Companies.

# As per Explanation (2) to Clause 49(c)(ii) of the Listing Agreement, Chairmanship / Membership of the Audit Committee and the Stakeholders Relationship Committee of Public Limited Companies is considered.

§ Expired on 18.12.2014

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^ Sitting Fees include fees of the Meeting of the Board and various Other Committee Meetings i.e Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee, Corporate Social Responsibility Committee, Independent Directors Meeting and Risk Management Committee.

## Payment of Commission to Non Executives Directors for the financial year 2014-15:

Name of Non-Executive Directors	Commission in ₹
Smt. M H Kilachand	2,00,000/-
Shri A S Ruia	2,00,000/-
Shri J N Godbole	2,00,000/-
Shri R S Loona	2,00,000/-
Shri J K Devgupta	2,00,000/-
<b>Total</b>	<b>10,00,000/-</b>

The Non-Executive Directors were paid Sitting Fees of ₹ 11,80,000/- for attending the Board Meetings and the Committee Meetings held during 1.4.2014 to 31.3.2015.

The information as required under Annexure 1A to Clause 49 of the listing agreement is being regularly placed before the Board. The Board also reviews the declaration made by the Chief Executive Officer regarding compliance with all laws applicable to the Company on a quarterly basis.

Shareholding of Non-Executive Directors pursuant to Clause 49(IV)(E) sub clause (iv) of the Listing agreement is as below:

Name of Non-Executive Directors	Shares held in the Company
Smt. M H Kilachand	1,45,860
Shri A S Ruia	700
Shri K Kannan (upto 18.12.2014)	175
Shri J N Godbole	Nil
Shri R S Loona	Nil
Shri J K Devgupta w.e.f. 22.5.2014	140

## Information on Directors retiring by rotation eligible for reappointment at the ensuing Annual General meeting (in pursuance of Clause 49 of the Listing Agreement)

<b>Name of the Director</b>	<b>Shri J K Devgupta</b>
<b>Date of Birth</b>	22.5.1946
<b>Date of Appointment on the Board</b>	22.5.2014
<b>Qualification</b>	B.Tech from of IIT Kharagpur
<b>Expertise in Functional Area</b>	He has over 4 decades of varied Industrial experience involving marketing, technical services, manufacturing, supply & distribution, import & export and shipping. He has been 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.
<b>Number of Shares held in the Company</b>	140
<b>List of Directorship held in other Companies</b>	---
<b>Chairman/Member of the Committees of the Boards of Companies in which he / she is Director</b>	Nil

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## Number of Board Meetings held and the dates on which held:

In all 5 Board Meetings were held during the year. The necessary information was made available to the Board from time to time.

### 3. Audit Committee:

In terms of Clause 49(III)(A) of the Listing Agreement, the Company has an Audit Committee comprising of 3 Non-Executive Independent Directors. The Chairman of Audit Committee is an Independent Director. The Audit Committee meets at regular intervals, of not exceeding 4 months gap between any two meetings, with a minimum of 4 meetings in a year.

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and Auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
14. Discussion with Internal Auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

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17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

As required under Clause 49 of the Listing Agreement, the Board has an Audit Committee.

The composition of the Audit Committee is as below:

Sr. No.	Name of the Member	Composition
1.	Shri A S Ruia [Non-Executive Independent Director]	Chairman
2.	Shri K Kannan [Non-Executive Independent Director] [upto 18.12.2014]	Member
3.	Shri J N Godbole [Non-Executive Independent Director]	Member
4.	Shri R S Loona [Non-Executive Independent Director]	Member
5.	Shri H R Kilachand [Executive Chairman]	Member

The existing Audit Committee consists of 3 Non-Executive Independent Directors viz. Shri A S Ruia, Chairman of the Committee, Shri J N Godbole and Shri R S Loona, Members. The said Directors are financially literate and have accounting or related financial management expertise. Shri Bhautesh Shah, is the Secretary to the Audit Committee.

During the year under review, the Audit Committee met 4 times, as required under the Act. CFO, Internal Auditor and representatives of Statutory Auditors were present as Invitee in all such Meetings.

The Company has a full-fledged Internal Audit Department which performs periodical internal audit of various functions of the Company. The reports of the Internal Audit Department are placed before the Audit Committee along with the comments of the Management on the action taken to remedy any deficiencies that may be observed on the working of the various departments of the Company. In addition the Company has appointed M/s. Ashok Jayesh & Associates, Chartered Accountants as Independent Internal Auditor, [External]. Representatives of the Statutory Auditors M/s Haribhakti & Co. LLP, Chartered Accountants and Independent Internal Auditor M/s Ashok Jayesh & Associates, Chartered Accountants are invited for the meeting of the Audit Committee.

The attendance of the members is shown in the table at Point 2. The said Directors are financially literate and have accounting or related financial management expertise.

#### 4. Nomination & Remuneration Committee:

As required under Clause 49 of the Listing Agreement, the Board has a Nomination & Remuneration Committee [NRC].

The composition of the Nomination & Remuneration Committee is as below:

Sr. No.	Name of the Member	Composition
1.	Shri R S Loona [Non-Executive Independent Director]	Chairman
2.	Shri K Kannan [Non-Executive Independent Director] [upto 18.12.2014]	Member
3.	Shri J N Godbole [Non-Executive Independent Director]	Member
4.	Shri A S Ruia [Non-Executive Independent Director]	Member
5.	Shri H R Kilachand [Executive Chairman] ceased w.e.f. 3.2.2015	Member
6.	Smt. M H Kilachand [Non Executive Director]	Member

Terms of reference of the Nomination & Remuneration Committee :

The brief terms of reference of this Committee includes consideration, review and approval of remuneration of Chairman and sitting fees payable to Non-Executive Directors with regard to performance standards and existing industry practices.

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To develop a succession plan for the Board and to regularly review the plan.
- To assist the Board in fulfilling responsibilities.
- To Implement and monitor policies and processes regarding principles of corporate governance.

The brief terms of reference of this Committee includes consideration, review and approval of remuneration of Executive Director / Chairman and sitting fees payable to Non-Executive Directors with regard to performance standards and existing industry practices.

During the year under review, 2 meetings of NRC were held. The attendance of the members is shown in the table at Point 2.

During the year under review, Shri H R Kilachand, Executive Chairman was paid remuneration of ₹ 71.89 lac (Salary ₹ 17.28 lac, Contribution to Provident Fund and Superannuation Fund ₹ 4.66 lac, Perquisites ₹ 14.95 lac and Incentive ₹ 35 lac) which was within the limits approved by the shareholders at the Annual General Meeting of the Company held on 11.7.2013. The above remuneration does not include Gratuity and leave encashment provision.

During the year under review, Shri J K Devgupta, Executive Director was paid remuneration of ₹ 14.75 lac (Salary ₹ 3.04 lac, Contribution to Provident Fund and Superannuation Fund ₹ 0.82 lac and Perquisites ₹ 10.89 lac) as per the provisions of the Companies Act, 2013 read alongwith Schedule V for the period from 1.4.2014 to 10.5.2015. The above remuneration does not include Gratuity and leave encashment provision.

The Non-Executive Directors were paid sitting fees of an aggregate amount of ₹ 11,80,000/-(exclusive of service tax) as stated in Para 2 above.

### **5. Share Transfer Committee:**

As required under Clause 49 of the Listing Agreement, the Board has a duly constituted Share Transfer Committee comprising of (1) Shri H. R. Kilachand, Chairman of the Share Transfer Committee; (2) Shri A. S. Ruia, Non-Executive Independent Director; and (3) Shri J. N. Godbole, Non-Executive Independent Director to review and approve transfer of shares, issue of duplicate share certificates and transmission of shares received from the heirs of deceased shareholders. The Committee shall meet regularly from time to time for the above purpose, to ensure a prompt return of securities to the shareholders. The Share Transfer Committee met 5 (Five) times during the year under review. The attendance of the members is shown in the table at Point 2. Neither any share transfers nor any requests for demat was pending as on 31st March, 2015.



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## 6. Stakeholders Relationship Committee:

As required under Clause 49 of the Listing Agreement, the Board has a duly constituted Stakeholders Relationship Committee [SRC].

The composition of the SRC Committee is as below:

Sr. No.	Name of the Member	Composition
1.	Shri A S Ruia [Non-Executive Independent Director]	Chairman
2.	Shri K Kannan [Non-Executive Independent Director] [upto 18.12.2014]	Member
3.	Shri R S Loona [Non-Executive Independent Director]	Member
4.	Shri H R Kilachand [Executive Chairman]	Member

The Shareholders / Investors Grievance Committee was constituted to specifically look into the redressal of Investors' complaints relating to the transfer of shares, non-receipt of Annual Reports and non receipt of dividends declared by the Company etc. During the year ended 31st March, 2015, the Company had received 6 complaints / grievances from its Shareholders, which had been duly resolved. Thus, no complaints are pending as on 31st March, 2015.

## 7. Corporate Social Responsibility [CSR] Committee:

As the Company meets with one of the criteria of Section 135(1) of the Companies Act, 2013, it has constituted a CSR Committee.

The composition of the CSR Committee formed to achieve the CSR objectives is as below:

Sr. No.	Name of the Member	Composition
1.	Shri J N Godbole [Non-Executive Independent Director]	Chairman
2.	Shri R S Loona [Non-Executive Independent Director]	Member
3.	Smt. M H Kilachand [Non Executive Director]	Member

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. During the year under review, 1 meeting of CSR Committee was held on 3.2.2015, in which all the Committee Members were present.

## 8. Risk Management Committee [RMC]:

Though Clause 49(VI)C of the Listing Agreement, is not mandatory to the Company, the Board as a Good Corporate Governance measure has constituted a Risk Management Committee.

The composition of the RMC Committee is as below:

Sr. No.	Name of the Member	Composition
1.	Shri J N Godbole [Non-Executive Independent Director]	Chairman
2.	Shri J K Devgupta [Non Executive Director]	Member
3.	Shri Sant Khare, Chief Executive Officer	Member
4.	Shri Vipul Doshi, Chief Financial Officer	Member
5.	Shri Rohan Kilachand, Vice President	Member

## 9. Independent Directors' Meeting:

Pursuant to the provisions of Section 149, Schedule IV of the Companies Act, 2013 and the Rules made thereunder, Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non- Independent Directors and members of the Management. All the Independent Directors of the Company shall strive to be present at such meetings. The meeting shall review the performance of Non-Independent Directors and the Board as a whole; review the performance of the Chairman of the Board, taking into account the views of the Executive Directors and Non-Executive Directors; assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for it to effectively perform its duties.

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

During the year under review, the Independent Directors met on 3.2.2015, inter alia to discuss:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

### **10. Subsidiary Company:**

The Audit Committee reviews the financial statements, made by the Company's non-listed Subsidiary Company. The minutes of the non-listed Subsidiary Company had been placed before the Board for their attention and major transactions and decisions of the Subsidiary. The accounts of the Subsidiary are placed before the Directors of the Company and the attention of the Directors is drawn to all significant transactions and arrangements entered into by the Subsidiary Company. The policy on material subsidiary pursuant to the provisions of the Listing Agreement is displayed on the website of the Company [www.kesarinfra.com/investor's Corner/Policies](http://www.kesarinfra.com/investor's%20Corner/Policies).

### **11. Compliance Officer:**

As per Clause 47(a) of the Listing Agreement, the Board has designated Shri Bhautesh Shah, Company Secretary as the Compliance Officer.

Address for Correspondence: Oriental House, 7, J. T. Road, Churchgate, Mumbai 400020

E-mail: [bhauteshshah@kesarindia.com](mailto:bhauteshshah@kesarindia.com); Tel: 22042396 / 22851737; Fax: 22876162

### **12. General Body Meetings:**

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

<b>AGM</b>	<b>Financial Year ended</b>	<b>Date</b>	<b>Location</b>	<b>Time</b>
AGM	31.3.2014	4.7.2014	M. C. Ghia Hall	3:30 p.m
AGM	31.3.2013	11.7.2013	M. C. Ghia Hall	3:30 p.m
AGM	31.3.2012	14.9.2012	M. C. Ghia Hall	3:30 p.m

- ii. The following Special Resolutions were passed in the Annual General Meetings:

<b>Date of AGM</b>	<b>Particulars of Special Resolution passed thereat</b>
4.7.2014	Adoption of new Articles of Association containing regulations in conformity with the Companies Act, 2013.
11.7.2013	<ol style="list-style-type: none"> <li>a) Resolution under Section 198, 269, 309, 316, Schedule XIII read with Section III and other applicable provisions of the Companies Act, 1956 relating to appointment and fixing remuneration of Shri H. R. Kilachand for a period of 3 years w.e.f 14.9.2013.</li> <li>b) Resolution under Section 198, 309, 310 and other applicable provisions of the Companies Act, 1956 relating to payment of Commission to Non Executive Directors not exceeding 1% of the Net profits of the Company every year with effect from financial year 2013-14.</li> <li>c) Resolution under 81(1A) of the Companies Act, 1956 to issue securities upto an amount not exceeding ₹100 crore.</li> </ol>
14.9.2012	<ol style="list-style-type: none"> <li>a) Resolution under Section 198, 269, 309, 316, Schedule XIII read with Section III and other applicable provisions of the Companies Act, 1956 relating to appointment and fixing remuneration of Shri J. K. Devgupta for a period of 2 years w.e.f 11.5.2012.</li> <li>b) Resolution under 81(1A) of the Companies Act, 1956 to issue securities upto an amount not exceeding ₹25 crore.</li> </ol>



# Annual Report 2014-2015

- iii. Details of Resolutions passed during the Financial Year 2014-2015 through Postal Ballot, the person who conducted the Postal ballot exercise, procedure for Postal Ballot and details of the Voting Pattern:

During the year ended March 31, 2015, the Company sought approval from its shareholders for passing Special Resolutions through the process of Postal Ballot / E-Voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2014. The Board of Directors of the Company, at its meetings had appointed a Scrutinizer for conducting the Postal Ballot / E-Voting process in a fair and transparent manner.

The declared results of the Postal Ballot were announced through newspaper and were also displayed on the website of the Company, [www.kesarinfra.com](http://www.kesarinfra.com). Details of the same are given below:

- a) Resolutions passed on 30th September, 2014 (Notice dated 7th August, 2014)

Sr. No.	Particulars	Details / Dates
1.	Date of Board Meeting	7.8.2014
2.	Scrutinizer appointed by the Board of Directors at its Meeting	Ms. Ragini Chokshi M/s Ragini Chokshi & Co. Practicing Company Secretary
3.	Date of Notice seeking Shareholders approval	7.8.2014
4.	Date of completion of dispatch of Notice	25.8.2014
5.	Last date of receipt of duly filled Postal Ballot Form	26.9.2014
6.	Date of submission of Scrutinizer's Report to the Chairman	30.9.2014
7.	Date of declaration of Result	30.9.2014

- b) Particulars of Resolutions passed

<b>Resolution 1: Special Resolution</b>	Under Section 180(1)(a) of the Companies Act, 2013 to Create Mortgage / Charge on the assets of the Company.
<b>Resolution 2: Special Resolution</b>	Under Section 180(1)(c) of the Companies Act, 2013 regarding borrowing powers of the Company.
<b>Resolution 3: Special Resolution</b>	Under Section 186 of the Companies Act, 2013 to make Investments, give loan / guarantee or provide security against a loan as mentioned in the resolution.

- c) Voting Pattern [E-Voting+ Ballot Paper]

Particulars	Total valid votes	Total valid votes cast in favour of the Resolution	Total valid votes cast against the Resolution
Resolution 1	31,41,551	31,41,551 (100%)	-
Resolution 2	31,41,537	31,41,502 (99.999%)	35 (0.001%)
Resolution 3	31,41,537	31,41,537 (100%)	-

- iv. No Special resolution requiring Postal Ballot is being proposed at the ensuing Annual General meeting of the Company.
- v. Procedure for Postal Ballot

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with the related Rules as amended from time to time, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engages the services of CDSL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or E-voting.

The Company dispatches the Postal Ballot Notice and Form along with postage prepaid Business Reply Envelope to its members whose names appear on the register of members/list of beneficiaries as on a cut-off date. The Postal Ballot Notice is sent to members in electronic form to the email addresses registered with

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

the depository participants (in case of demat shareholding)/Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the Scrutiniser on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before closing time on the last date of E-voting.

The Scrutinizer submits her report to the Chairman, after the completion of scrutiny, and the results of the voting by Postal Ballot are then announced by the Chairman. The results are also displayed on the website of the Company, besides being communicated to the Stock Exchanges, CDSL and registrar and share transfer agent. The date of declaration of the results by the Company is deemed to be the date of passing of the resolutions.

### 13. Disclosures:

- i. All transactions entered into during the financial year 2014-2015 with Related Parties as defined under the Companies Act and Clause 49 of the Listing Agreement were in the ordinary course of business and on an arms length basis. The Material Related Party transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions with Kesar Multimodal Logistics Ltd as required under Section 134(3) of the Companies Act in Form AOC 2 is annexed to the Directors' Report. The Company has given in the notes to accounts, a list of related parties as per Accounting Standard 18 and the transactions entered into with them.
- ii. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges or any Statutory Authority does not arise.
- iii. The company has laid down procedures to inform Board members about risk assessment and minimization. These procedures are periodically reviewed to ensure control of risk through a properly defined framework.
- iv. Whistle Blower Policy / Vigil Mechanism

In staying true to our values of Strength, Performance and Passion, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. We confirm that during the financial year 2014-2015, no Employee of the Company was denied access to the Audit Committee.

The details of Whistle Blower Policy are available on the website of the Company, [www.kesarinfra.com/Investor's Corner/Policies](http://www.kesarinfra.com/Investor's%20Corner/Policies).

The Ethics Helpline can be contacted to report any suspected or confirmed incident of fraud misconduct on:

E-Mail: [headoffice@kesarinfra.com](mailto:headoffice@kesarinfra.com)

Tel: 022-22851737

- v. Certification: The requisite certification from the Executive Chairman and Chief Financial Officer (CFO) certifying inter alia that the Financial Statement do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs, as required under Clause 49 has been placed before the Board of Directors of the Company and annexed to this report.
- vi. The Company has complied with all applicable mandatory requirements of Clause 49 of the Listing Agreement. A certificate from M/s. Ragini Chokshi & Co, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to this Report.

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## vii. Non-mandatory requirements under Clause 49 of the Listing Agreement:

The status of compliance with non-mandatory recommendations of the Clause 49 of the Listing Agreement is provided below:

- a) The Board: The Chairman of the Company is a Whole Time Director designated as Executive Chairman and hence this provision is not applicable.
- b) Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.
- c) Audit Qualifications: The Company's financial statements for the year 2014-2015 do not contain any audit qualification.
- d) Separate posts of Chairman and CEO: The positions of the Chairman and the CEO in the Company are separate.
- e) Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

## 14. Means of communication:

The Board takes on record the Unaudited Quarterly Financial Results and the Audited Financial Results in the prescribed format of the stock exchange and forthwith fax and upload / send copies of the results to the Bombay Stock Exchange and National Stock Exchange of India Ltd. respectively where the shares of the Company are listed.

The financial results of the Company are published in the "Free Press Journal" in English and "NavShakti" in Marathi newspapers within 48 hours of the conclusion of the meeting of the Board in which they are approved.

The results and all other official news releases are displayed on the websites of the Stock Exchanges: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and also on the website of the Company, viz. [www.kesarinfra.com](http://www.kesarinfra.com)

Management Discussion & Analysis report has been included as a part of the Annual Report.

## 15. General Shareholders information:

- |   |   |   |
|---|---|---|
| a. Registered Office                        | : | Oriental House,<br>7, Jamshedji Tata Road,<br>Churchgate, Mumbai-400020.  |
| b. Plant Locations                          | : | Terminals I & II at Kandla, Gujarat.  |
| c. Annual General Meeting                   | : |   |
| Date  | : | 23rd September, 2015.   |
| Time  | : | 3:30 p.m.   |
| Venue                                       | : | M. C. Ghia Hall, Bhogilal Hargovindas<br>Building, 4th Floor, 18/20, Kaikhushru Dubash<br>Marg, Mumbai – 400 001. |
| d. Financial Year                           | : | 2014-2015   |
| e. Next Financial Year ending               | : | 31st March, 2016  |
| f. Next Annual General Meeting              | : | By 30th September, 2016   |
| g. Financial Reporting for the year 2015-16 | : |   |
| For 1st quarter ended 30th June, 2015       | : | By 14th August, 2015  |
| For 2nd quarter ending 30th September, 2015 | : | By 14th November, 2015  |
| For 3rd quarter ending 31st December, 2015  | : | By 14th February, 2016  |
| For 4th quarter ending 31st March, 2016     | : | By 30th May, 2016   |
| h. Date of Book Closure                     | : | Wednesday, 16.9.2015 to Wednesday,<br>23.9.2015 (both days inclusive)   |
| Dividend Payment Date                       | : | The Dividend, if declared shall be paid on<br>14.10.2015  |

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

- i. Listing on Stock Exchange : Bombay Stock Exchange Ltd., Mumbai (BSE)  
National Stock Exchange of India Ltd., Mumbai (NSE)  
The Company has paid Annual Listing fees due to BSE and NSE for the year 2015-2016.
- j. Stock Exchange Code Number : BSE Scrip Code : 533289  
NSE Symbol : KTIIL
- k Demat ISIN numbers in NSDL & CDSL : INE096L01017

### **Address for correspondence by the Shareholders of the Company:**

**M/s. Sharex Dynamic (India) Pvt. Ltd.**

**Registrar & Share Transfer Agents**

Luthra Industrial Premises,  
Andheri Kurla Road,  
Safed Pool, Andheri (E),  
Mumbai – 400 072

**Tel.:** 28515606/ 28515644

**Fax:** 2851 28 85

**Email:** [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

**Kesar Terminals & Infrastructure Limited.**

Oriental House,  
7, J. Tata Road,  
Churchgate,  
Mumbai-400020

**Tel:** 22042396 / 22851737

**Fax:** 22876162

**Email:** [bhauteshshah@kesarindia.com](mailto:bhauteshshah@kesarindia.com)

### **Code of Conduct**

The Company has a Code of Conduct for its Board of Directors and Senior Management Personnel and the same is posted on the Company's website [www.kesarinfra.com](http://www.kesarinfra.com). All the Directors and Senior Management Personnel have affirmed compliance of the Code of Conduct. The declaration is signed by the Executive Chairman to that effect and is attached at the end of this report.

### **Share Transfer System:**

The shares sent for transfer are registered and returned within the time limits.

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates on half yearly basis, have been issued by a Company Secretary in Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulation, 1996, certificates have also been received from Company Secretary in Practice for timely dematerialization of the shares of the Company and for conducting of Reconciliation of Share Capital Audit of the Company.

### **Stock Market Data:**

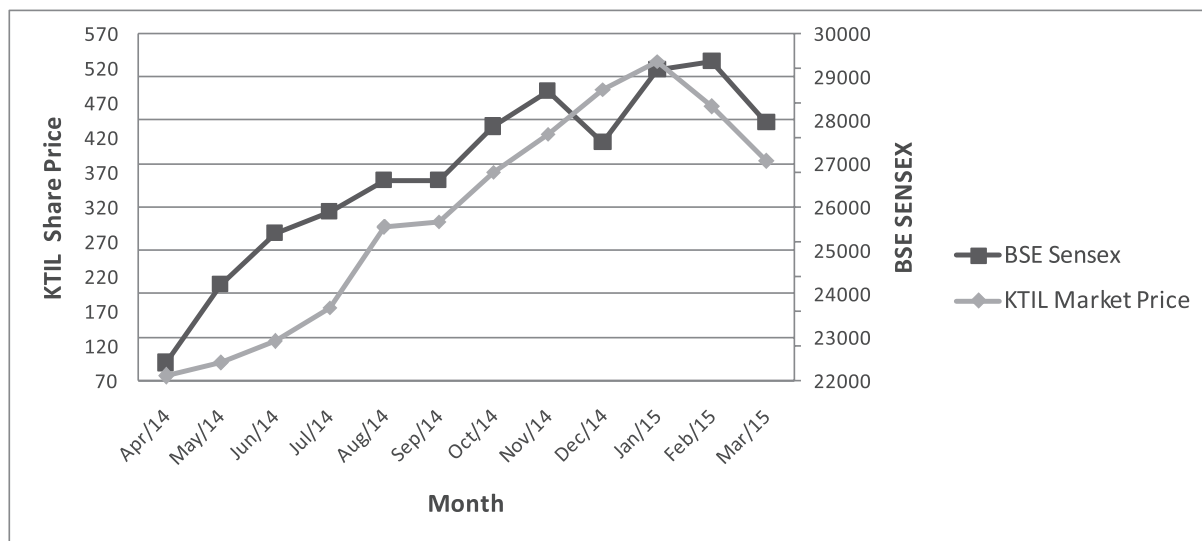
The monthly high/low quotation of shares traded on BSE & NSE is as follows:

Month	BSE		NSE	
	High	Low	High	Low
April 2014	87.00	74.60	88.00	71.00
May 2014	107.95	73.05	105.40	73.00
June 2014	138.25	96.00	134.45	99.60
July 2014	176.15	128.00	177.70	126.55
August 2014	323.00	170.10	320.00	171.05
September 2014	359.70	260.00	363.95	251.25
October 2014	387.95	280.50	383.65	280.40
November 2014	468.95	376.50	469.85	372.00
December 2014	506.05	379.90	509.00	376.25

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January 2015	557.35	436.45	558.00	456.40
February 2015	567.40	450.00	566.70	455.00
March 2015	491.30	351.50	488.00	352.50

## Performance of the share price of the Company in comparison to the BSE Sensex:



## Distribution of shareholding as on 31st March, 2015:

Shareholding in Nominal Value of	Share Holders		Share Amount	
	₹	% of Holders	In ₹	% to Total
Upto - 5,000	6212	91.93	5825690	11.09
5,001 -10,000	270	4.00	1963900	3.74
10,001 - 20,000	138	2.04	1965230	3.74
20,001 - 30,000	49	0.73	1211460	2.31
30,001 - 40,000	22	0.32	757980	1.44
40,001 - 50,000	12	0.18	550140	1.05
50,001 - 1,00,000	27	0.40	1784100	3.40
1,00,001 - and above	27	0.40	38472630	73.23
<b>Total</b>	<b>6757</b>	<b>100.00</b>	<b>52531130</b>	<b>100.00</b>

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

### Categories of Shareholders as on 31st March, 2015:

About 95.51% of the total shareholding in the Company representing 50,17,209 shares are held in dematerialized form.

Category of Shareholder		No of Shares Held	No of Shares in Demat Form	% of Shareholding
<b>A.</b>	<b>Promoter &amp; its Group - Indian</b>			
1.	Individual / HUF	875209	816019	16.661
	Bodies Corporate	2272715	2272715	43.264
	<b>Total Shareholding Promoter &amp; Group Total (A)</b>	<b>3147924</b>	<b>3088734</b>	<b>59.925</b>
<b>B.1</b>	<b>Public Shareholding –Institutions</b>			
a	Mutual Funds	70	0	0.001
b	Financial Institutions / Banks	1262	776	0.024
c	Central / State Government	770	770	0.015
d	Venture Capital Fund	1500	1500	0.029
e	Insurance Companies	255941	255941	4.872
	<b>Sub-Total-B(1)</b>	<b>259543</b>	<b>258987</b>	<b>4.941</b>
<b>B.2</b>	<b>Non-Institutions</b>			
a	Bodies Corporate	305982	305009	5.825
b	Individual Shareholders	1465929	1290884	27.906
c	Others - Clearing Members	13542	13542	0.258
	Non Resident Indians	60193	60053	1.145
	<b>Sub-Total-B(2)</b>	<b>1845646</b>	<b>1669488</b>	<b>35.134</b>
	<b>Total (B)=B(1)+B(2)</b>	<b>2105189</b>	<b>1928475</b>	<b>40.075</b>
	<b>Total (A+B)</b>	<b>5253113</b>	<b>5017209</b>	<b>100.00</b>

There are no Outstanding ADR's / GDR's or any Convertible Instruments as on date.

### Guidance to Shareholders:

1. The shareholders are requested to communicate their bank details, the change of address, if any, directly to M/s Sharex Dynamic (India) Pvt. Ltd., the Registrar & Share Transfer Agent of the Company located at the addresses mentioned in para 15 above.
2. In case of lost / misplaced share certificates, shareholders should immediately lodge a FIR / Complaint with the police and submit with the Company, original / certified copy of FIR / acknowledged copy of the complaint and inform the Company to stop transfer of the said shares.
3. For expeditious transfer of shares, shareholders should fill in complete and correct particulars in the transfer deed. SEBI vide its circular dated 27.4.2007 has made it mandatory for transactions involving transfer of shares in physical form the transferee(s) is required to furnish a copy of PAN card to the Company / RTAs for registration of such transfer of shares. SEBI vide its circular dated 7.1.2010 has made it mandatory to furnish a copy of PAN in the following cases:-
  - a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
  - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
  - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more Shareholders.

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4. The Shareholder, whose signature has undergone any change over a period of time, is requested to lodge their new specimen signature duly attested by a bank manager.
5. Any Shareholder of the Company who has multiple folios in identical names are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
6. Nomination: Section 72 of the Companies Act, 2013 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining succession certificate / probate of the will etc. it would therefore be in the best interest of shareholders holding shares in physical form registered as a sole holder to make such nominations. Shareholders, who have not availed of the nomination facility, are requested to avail the same by submitting the nomination form. This form will be made available on request. Shareholders holding shares in demat form are advised to contact their DP's for making nominations.
7. As required by SEBI, shareholders may furnish details of their bank account number and name and address of the bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.
8. Shareholders, holding shares in electronic format are requested to deal only with their depository participants in respect of any change of address, nomination facility and furnishing bank account number etc.
9. Shareholders, who have not encashed their dividend warrants in respect of the dividend declared for the financial year 2009-2010 onwards, are requested to contact the Company and surrender their warrants for revalidation for payment. Shareholders are therefore requested to verify their records and send claims, if any, for the relevant years. The details of declared dividends are as under:

<b>Date of declaration</b>	<b>For the Year</b>	<b>Rate of Dividend</b>	<b>Due date of transfer to IEPF</b>
14.09.2010	2009-2010	Final @ 20%	12.11.2017
04.02.2011	2010-2011	Interim @15%	04.04.2018
29.06.2011	2010-2011	Final @ 10%	27.08.2018
14.09.2012	2011-2012	Final @ 25%	13.11.2019
11.07.2013	2012-2013	Final @30%	10.09.2020
12.02.2014	2013-2014	Interim @15%	12.04.2021
04.07.2014	2013-2014	Final @15%	02.09.2021

10. Shareholders may note that unclaimed dividend for a period of seven years from the date it becomes due for payment, shall be transferred to "Investor Education and Protection Fund" (IEPF) in terms of Section 125 of the Companies Act, 2013 [erstwhile Section 205C of the Companies Act, 1956]. Thereafter, the shareholders will not be able to get the same.



# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

## **CERTIFICATE ON CORPORATE GOVERNANCE**

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

We have examined the compliance of conditions of Corporate Governance by Kesar Terminals & Infrastructure Limited, for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

Place : Mumbai  
Date : 6.8.2015

**For Ragini Chokshi & Co.**

**Mrs. Ragini Chokshi**  
(Partner)  
C.P. No. 1436  
FCS No. 2390

# Annual Report 2014-2015

## DECLARATION

In accordance with Clause 49 of the Listing agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I hereby declare that all the Directors and Senior Management have confirmed compliance with the Code of Conduct as adopted by the Company.

Mumbai, 6th August, 2015

**H. R. Kilachand**  
Executive Chairman  
Din: 00294835

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## CERTIFICATION

The Board of Directors  
Kesar Terminals & Infrastructure Limited

We, have reviewed financial statements and the cash flow statement of Kesar Terminals & Infrastructure Ltd. for the year ended 31st March, 2015 and that to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee that:
  - (i) there have been no significant changes in internal control over financial reporting during the year;
  - (ii) there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Mumbai, 6th August, 2015

**H R Kilachand**  
Executive Chairman  
Din: 00294835

**V J Doshi**  
Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Kesar Terminals & Infrastructure Limited

#### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Kesar Terminal & Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

# Annual Report 2014-2015

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 26 on Contingent Liabilities to the standalone financial statements;
  - (ii) The Company did not have any long-term contracts, including derivative contracts hence, the question of any material foreseeable losses does not arise;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W

**Atul Gala**

Partner

Membership No. 048650

Place: Mumbai

Date: May 28, 2015

## ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals & Infrastructure Limited on the standalone financial statements for the year ended March 31, 2015]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As informed no material discrepancies were noticed on physical verification carried out during the year.
- (iii) The Company has granted unsecured loans to company covered in the register maintained under Section 189 of the Act.
  - (a) According to the information and explanations given to us, the principal amount and interest is not due as on the date of the financial statements.
  - (b) In respect of the aforesaid loans, there is no overdue amount in excess of ₹ 1 lakh in respect of loans granted to company listed in the register maintained under Section 189 of the Act.

## **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under with regard to the acceptance of deposits. Further, as informed, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- (vi) The Central Government of India has not prescribed the maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act and the rules framed there under.
- (vii) (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us, there are no dues with respect to income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which have not been deposited on account of any dispute.
  - (c) According to the information and explanations given to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have accumulated losses at the end of the financial year nor has incurred cash losses in the current and immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued any debentures.
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions of the corporate guarantees given by the Company, for loans taken by others from banks or financial institutions, are not prejudicial to the interest of the Company.
- (xi) According to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such instance by the management.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W

**Atul Gala**

Partner

Membership No. 048650

Place: Mumbai

Date: May 28, 2015

# Annual Report 2014-2015

## BALANCE SHEET AS AT 31ST MARCH, 2015

		(in ₹)	
Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	3	52,531,130	52,531,130
(b) Reserves and Surplus	4	509,768,760	388,282,119
<b>2 Non-current liabilities</b>			
(a) Long Term Borrowings	5	131,465,446	97,036,079
(b) Deferred tax liabilities (Net)	6	32,525,327	32,333,724
(c) Long Term Provisions	7	6,064,782	3,162,000
<b>3 Current liabilities</b>			
(a) Trade payables	8	13,884,224	2,892,241
(b) Other Current Liabilities	9	104,834,286	55,349,082
(c) Short Term Provisions	10	53,810,642	37,126,844
<b>TOTAL</b>		<b>904,884,597</b>	<b>668,713,219</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed Assets	11		
(i) Tangible Assets		305,899,199	303,724,869
(ii) Intangible Assets		3,800	324,435
(iii) Capital Work in Progress		26,200,483	34,650,281
(b) Non Current Investments	12	417,755,000	257,755,000
(c) Long Term Loans and Advances	13	87,268,970	3,518,919
(d) Other Non- Current Assets	14	4,423,976	3,421,044
<b>2 Current assets</b>			
(a) Inventories	15	893,057	1,206,064
(b) Trade Receivables	16	39,220,004	38,474,358
(c) Cash and Bank Balances	17	19,229,463	20,764,316
(d) Short Term Loans and Advances	18	2,560,961	4,460,622
(e) Other Current Assets	19	1,429,684	413,311
<b>TOTAL</b>		<b>904,884,597</b>	<b>668,713,219</b>
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

**As per our report of even date attached**

**For Haribhakti & Co. LLP**

**Chartered Accountants**

**ICAI FRN NO.103523W**

**Atul Gala**

**Partner**

**Membership No. 048650**

**Place: Mumbai**

**Date: 28th May, 2015**

**For and on behalf of the Board of Directors**

**H R Kilachand**

**Executive Chairman**

**DIN 00294835**

**V J Doshi**

**Chief Financial Officer**

**A S Ruia**

**Director**

**DIN 00296622**

**B A Shah**

**Company Secretary**

**Place: Mumbai**

**Date: 28th May, 2015**

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(in ₹)

Particulars	Note No.	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
I. Revenue From Operations	20	422,647,051	362,356,585
II. Other Income	21	2,043,281	2,088,754
<b>III. Total Revenue (I + II)</b>		<b>424,690,332</b>	<b>364,445,339</b>
<b>IV. Expenses:</b>			
Employee benefits expense	22	77,546,851	69,744,529
Finance Cost	23	23,967,717	19,491,245
Depreciation and amortization expense		22,707,706	29,830,933
Other expenses	24	89,949,039	76,285,000
<b>Total Expenses</b>		<b>214,171,313</b>	<b>195,351,707</b>
<b>V. Profit before tax (III-IV)</b>		<b>210,519,019</b>	<b>169,093,632</b>
<b>VI Tax Expense:</b>			
(a) Current tax [including prior year tax provision written back ₹ 7,175,074 (Previous year ₹ Nil)]		64,524,926	58,626,688
(b) Deferred tax		934,967	422,267
<b>VII Profit (Loss) for the period (V-VI)</b>		<b>145,059,126</b>	<b>110,044,677</b>
<b>VIII Basic &amp; Diluted Earnings per equity share</b>	35	27.61	20.95
[ Nominal value of shares ₹ 10 (Previous year: ₹ 10)]			
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

**As per our report of even date attached**  
**For Haribhakti & Co. LLP**  
**Chartered Accountants**  
**ICAI FRN NO.103523W**

**For and on behalf of the Board of Directors**

**H R Kilachand**  
**Executive Chairman**  
**DIN 00294835**

**A S Ruia**  
**Director**  
**DIN 00296622**

**Atul Gala**  
**Partner**  
**Membership No. 048650**

**V J Doshi**  
**Chief Financial Officer**

**B A Shah**  
**Company Secretary**

**Place: Mumbai**  
**Date: 28th May, 2015**

**Place: Mumbai**  
**Date: 28th May, 2015**



# Annual Report 2014-2015

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(in ₹)

Particulars	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>NET PROFIT BEFORE TAX</b>	210,519,019	169,093,632
<b>Non-cash adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation	22,707,706	29,830,933
Dividend Income	(500)	(500)
Interest Income	(2,042,781)	(1,737,765)
Interest and Finance Charges	23,967,717	19,491,246
Loss/ (Profit) on sale of Fixed Assets/ Investments	437,458	171,585
Credit Balances Written Back	-	(350,489)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>255,588,619</b>	<b>216,498,642</b>
<b>Movements in working capital:</b>		
Decrease / (Increase) in Inventories	313,007	440,290
Decrease / (Increase) in Trade Receivables	(745,646)	11,093,658
Decrease / (Increase) in Short term Loans & Advances	1,899,661	541,729
Decrease / (Increase) in Long term Loans & Advances	(83,750,051)	9,571,429
Decrease / (Increase) in Other current assets	(903,179)	(897,604)
Decrease / (Increase) in Other non current assets	(1,283,219)	(1,679,187)
Increase / (Decrease) in Trade Payables	10,991,983	(1,167,520)
Increase / (Decrease) in Other Current Liabilities	(3,935,697)	534,434
Increase / (Decrease) in Short term Provisions (Employee benefits)	374,130	(761,583)
Increase / (Decrease) in Long term Provisions	2,902,782	515,656
<b>CASH (USED IN) / GENERATED FROM OPERATIONS</b>	<b>181,452,390</b>	<b>234,689,944</b>
Taxes (Paid)/ Refunds	(62,464,429)	(50,038,000)
<b>NET CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES</b>	<b>118,987,961</b>	<b>184,651,944</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets including Intangible Assets & CWIP	(18,736,070)	(18,393,549)
(Purchase)/ Sale of Investments	(160,000,000)	(138,000,000)
Interest Received	1,306,695	2,014,190
Dividend Received	500	500
<b>NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES</b>	<b>(177,428,875)</b>	<b>(154,378,859)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Repayment of Borrowings	(115,178,954)	(24,583,976)
Proceeds from Borrowings	201,559,651	36,170,000
Dividends Paid	(7,806,210)	(23,271,414)
Interest Paid	(22,571,605)	(18,886,361)
<b>NET CASH (USED IN) / GENERATED FROM FINANCING ACTIVITIES</b>	<b>56,002,882</b>	<b>(30,571,751)</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(in ₹)	
	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
NET INCREASE /( DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(2,438,032)	(298,666)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	19,341,712	19,640,378
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>16,903,680</u>	<u>19,341,712</u>
<b>COMPONENT CASH AND CASH EQUIVALENTS (refer note 17)</b>		
Cash on Hand	425,866	9,917
With Bank on Current Account	14,087,826	8,436,500
on Deposit Account	1,421,233	10,000,000
unclaimed Dividend Account *	968,755	895,295
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<u>16,903,680</u>	<u>19,341,712</u>

\* The Company can utilise this balance only towards settlement of the respective unclaimed dividend  
Note : Figures in brackets are outflows

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Haribhakti & Co. LLP

Chartered Accountants

ICAI FRN NO.103523W

For and on behalf of the Board of Directors

H R Kilachand

Executive Chairman

DIN 00294835

A S Ruia

Director

DIN 00296622

Atul Gala

Partner

Membership No. 048650

V J Doshi

Chief Financial Officer

B A Shah

Company Secretary

Place : Mumbai

Date: 28th May, 2015

Place : Mumbai

Date: 28th May, 2015

# Annual Report 2014-2015

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 1 BACKGROUND

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

Pursuant to the Scheme of Demerger, in consideration of the transfer of Storage Undertaking into the Company, 4,753,113 Equity Shares of ₹ 10 each, fully paid up are issued and allotted on 1st June 2010 by the Company to the shareholders of Kesar Enterprises Limited (KEL) in the ratio of 10:7 i.e. for every 10 shares in KEL, 7 shares in the company.

The Company is mainly engaged in the business of renting of liquid storage tanks at Kandla and is in process of commencing its operation at Pipavav and Kakinda Port.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of preparation

The financial statements have been prepared to comply with all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company.

#### B. Use of Estimates

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

#### C. Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefit will flow to the Company and revenue can be reliably measured.

Income from services is generally recognised only when its collection or receipt is reasonably certain.

Insurance Claims are recognised only when the claim is passed.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### D. Fixed Assets

a) Fixed Assets except Freehold Land are stated at cost of acquisition less accumulated depreciation/ amortization/ impairment loss (if any), net of CENVAT (wherever claimed). The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalization criteria are met and other incidental expenses incurred in relation to their acquisition/ bringing the assets for their intended use.

b) Freehold Lands are stated at cost of acquisition.

#### E. Impairment of Assets

The carrying amounts of assets / cash generating units at each balance sheet date are reviewed for impairment of assets. If any indication of such impairment exists, the recoverable amount of such assets is estimated and

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. Impairment loss recognised in prior years is reversed when there is indication that an Impairment loss recognised for an asset no longer exists or has decreased.

### F. Depreciation

- a) Leasehold Land and Premium on Leasehold Land is amortised over the period of the lease.
- b) Depreciation on Plant and Machinery has been provided on Straight Line Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- c) For all other assets, depreciation has been provided on Written Down Value Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- d) For assets added / disposed off during the year, depreciation has been provided for on pro-rata basis with reference to the period, at the applicable rates.
- e) Depreciation on assets, whose actual cost do not exceed ₹ 5,000 is provided for at the rate of hundred percent.

### G. Capital Work-in-Progress

Expenditure during the construction/ pre-operative period is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on the completion of their construction.

### H. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term/ non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the long term investments.

### I. Inventories

Stores and Spares are valued at lower of cost or net realizable value. Cost is determined on FIFO basis.

### J. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### K. Retirement and other employee benefits

- i. Retirement benefits in the form of Provident Fund and Superannuation Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss in the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii. Gratuity and Leave Encashment liability is defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method.
- iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation on projected unit credit method.
- iv. Actuarial gains/losses are charged to Statement of profit and loss and are not deferred.

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## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### L. Foreign Exchange Transactions

Transactions in foreign currencies are accounted at the exchange rate prevailing on the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in statement of profit and loss. In case of forward contracts (non speculative), the premium or discount being the differences between the forward exchange rate and the exchange rate at the inception of the contract is recognized as expense or income over the life of the contract. The exchange difference either on settlement or translation is recognized in the statement of profit and loss.

### M. Income Tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of timing differences between taxable income and accounting income during the current year and reversal of timing differences of earlier years.

Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted / substantively enacted on the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty, except for carried forward losses and unabsorbed depreciation which is recognized based on virtual certainty, that the assets will be realized in future.

Deferred tax assets are reviewed as at each balance sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realised.

### N. Earnings Per Share

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

### O. Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### P. Contingent Liabilities & Contingent Assets

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

Contingent assets are neither recognized nor disclosed, in the financial statements

### Q. Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

### R. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number	₹	Number	₹
<b>3. SHARE CAPITAL</b>				
<b>Authorised</b>				
Equity Shares of ₹. 10/- each	12,500,000	125,000,000	12,500,000	125,000,000
Redeemable Preference Shares of ₹. 10/- each	2,500,000	25,000,000	2,500,000	25,000,000
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity Shares of ₹. 10/- each (Previous year ₹. 10/- each)	5,253,113	52,531,130	5,253,113	52,531,130
<b>Total</b>	<b>5,253,113</b>	<b>52,531,130</b>	<b>5,253,113</b>	<b>52,531,130</b>

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

	Number	₹	Number	₹
Shares outstanding at the beginning of the year	5,253,113	52,531,130	5,253,113	52,531,130
Shares issued during the year for consideration other than cash	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,253,113	52,531,130	5,253,113	52,531,130

**(b) Terms / rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

During the year ended 31st March 2015, the amount of per equity share Final dividend recognised ₹ 3.50 (31st March 2014: interim dividend of ₹1.50 & final dividend of ₹1.50 totalling to ₹ 3.00).

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

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	1,449,250	27.59%	1,449,250	27.59%
Kesar Enterprises Limited	500,000	9.52%	499,994	9.52%
H R Kilachand	408,640	7.78%	408,640	7.78%

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

Particulars	Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash *	-	-	-	-	4,753,113
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

\* Issued pursuant to the Scheme of Demerger, in consideration of the transfer of the Storage Undertaking of the Kesar Enterprises Limited into the Company

# Annual Report 2014-2015

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(In ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>4. RESERVES &amp; SURPLUS</b>		
<b>(a) General Reserve</b>		
Opening Balance	199,600,000	169,600,000
(+) Current Year Transfer	50,000,000	30,000,000
Closing Balance	<b>249,600,000</b>	<b>199,600,000</b>
<b>(b) Surplus</b>		
Opening balance	188,682,119	127,075,082
(-) Depreciation (new Companies Act 2013) (Net of taxes) {refer note no 38}	1,443,645	-
(+) Net Profit for the current year	145,059,126	110,044,677
(-) Proposed Final Dividend	18,385,896	7,879,670
(-) Interim Dividend	-	7,879,670
(-) Dividend Distribution Tax	3,742,944	2,678,300
(-) Transfer to Reserves	50,000,000	30,000,000
Closing Balance	<b>260,168,760</b>	<b>188,682,119</b>
<b>Total</b>	<b>509,768,760</b>	<b>388,282,119</b>
<b>5. LONG TERM BORROWINGS</b>		
<b>(a) Secured Borrowings</b>		
<b>(i) Term Loans From Banks</b>		
<b>(1) Corporate Loan</b>	112,500,000	62,500,000
Secured by exclusive charge on all Fixed Assets and Current Assets both present and future at Kandla. (Terminal I & II) Terms of Repayments:- Repayable from Oct'2013 in 48 Equal Monthly Installments. Interest is payable at Base Rate of Lender Bank Plus 2.75% p.a. with monthly rest.		
<b>(2) Vehicle Loans</b>	-	133,346
Secured by way of hypothecation of respective vehicles. Terms of Repayments:- Repayable in 60 Equated Monthly Installments starting from the date of the loan and carrying Interest @ 8.78% p.a.		
<b>(ii) From others (various Finance Companies)</b>		
<b>Vehicle Loans</b>	2,847,036	2,773,207
Secured by way of hypothecation of respective vehicles. Terms of Repayments:- Repayable in 36 to 60 Equated Monthly Installments starting from the date of the loan and carrying Interest ranging from 8.41% to 14.00% p.a.		
<b>Total Secured Borrowings</b>	<b>115,347,036</b>	<b>65,406,553</b>
[Out of total Secured Borrowings of ₹ 191,750,794 (Previous Year ₹ 91,931,639), borrowings of ₹ 76,403,758 (Previous Year ₹ 26,525,086) having Current Maturities, have been disclosed in Note No.9]		



# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March, 2015	(In ₹) As at 31st March, 2014
<b>(b) Unsecured Borrowings</b>		
<b>(1) Loans from Customers</b>	9,230,410	15,390,526
Terms of Repayments:- Repayable in 60 Equated Monthly Installments from the date tanks are put to use and carrying simple interest @ 13% p.a.		
<b>(2) Fixed Deposits from Public</b>	6,888,000	16,239,000
Terms of Repayments:- Repayable in one to three years starting from the date of deposit and carrying interest in the range of 12.00 % to 12.50% p.a.		
<b>Total Unsecured Borrowings</b>	<b>16,118,410</b>	<b>31,629,526</b>
[Out of total Unsecured Borrowings ₹ 31,985,212 (Previous Year ₹ 45,423,671), borrowings of ₹ 15,866,802 ( Previous Year ₹ 13,794,145) having Current Maturities, have been disclosed in Note No.9]		
<b>Total</b>	<b>131,465,446</b>	<b>97,036,079</b>
<b>6. DEFERRED TAX LIABILITIES (NET)</b>		
<b>(a) Deferred Tax Liability</b>		
Impact of difference between Tax Depreciation & Depreciation / Amortisation charged as per Companies Act.	34,326,358	33,792,677
<b>(b) Deferred Tax Assets</b>		
Disallowances under Section 43B of Income tax Act for Employee Benefits	1,801,031	1,458,953
<b>Net Deferred Tax Liability (a-b)</b>	<b>32,525,327</b>	<b>32,333,724</b>
<b>7. LONG TERM PROVISIONS</b>		
Provision for employee benefits		
Leave Encashment (unfunded)	6,064,782	3,162,000
<b>Total</b>	<b>6,064,782</b>	<b>3,162,000</b>
<b>8. TRADE PAYABLES</b>		
Trade Payables (For Services received) - (refer note no. 35)	13,884,224	2,892,241
<b>Total</b>	<b>13,884,224</b>	<b>2,892,241</b>

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## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(In ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>9. OTHER CURRENT LIABILITIES</b>		
(a) Current maturities of long-term debt		
(i) Current maturities of long-term debt - secured borrowings (refer note no. 5)	76,403,758	26,525,086
(ii) Current maturities of long-term debt - unsecured borrowings (refer note no. 5)	15,866,802	13,794,145
(b) Interest accrued but not due on borrowings	3,672,743	2,276,631
(c) Unclaimed dividends	968,755	895,295
(d) Payable to Related Party	-	300,000
(e) Payables -(For other contractual obligations)	5,169,170	7,223,897
(f) Payables -(For Capital Goods)	-	1,448,601
(g) Outstanding Liabilities	1,805,470	1,490,762
(h) Statutory Dues	947,588	1,394,665
<b>Total</b>	<b>104,834,286</b>	<b>55,349,082</b>
<b>10. SHORT TERM PROVISIONS</b>		
(a) Provision for employee benefits		
(i) Gratuity (Funded) {refer note no. 29}	804,793	-
(ii) Leave Encashment (Unfunded)	469,337	900,000
(b) Others		
(i) Provision for Income Tax [Net of Advance Income Tax of ₹ 144,512,328 (Previous Year ₹ 112,133,437)]	30,407,672	27,008,024
(ii) Proposed Final Dividend	18,385,896	7,879,670
(iii) Corporate Tax on Final Dividend	3,742,944	1,339,150
<b>Total</b>	<b>53,810,642</b>	<b>37,126,844</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR  
THE YEAR ENDED 31ST MARCH, 2015**

**11. FIXED ASSETS**

Particulars	Gross Block		Accumulated Depreciation			Net Block			
	Balance as at 1st April, 2014	Additions	Disposals	Balance as at 31st March, 2015	Write off revised Companies Act 2013	Depreciation / amortization charge for the year	On disposals	Balance as at 31st March, 2015	Balance as at 31st March, 2014
<b>(a) Tangible Assets</b>									
(i) Land									
(1) Free Hold Land	42,113,796	7,717,780	-	49,831,576	-	-	-	49,831,576	42,113,796
(2) Lease Hold Land	1,826,902	-	-	1,826,902	60,779	60,779	-	96,371	157,150
(3) Lease Hold Land Premium	567,000	-	-	567,000	518,227	18,878	-	29,895	48,773
	44,507,698	7,717,780	-	52,225,478	2,187,979	79,657	-	49,957,842	42,319,719
(ii) Buildings	54,762,099	-	-	54,762,099	24,124,672	5,207,827	-	25,277,765	30,637,427
(iii) Plant and Equipment	470,333,019	13,456,606	1,497,028	482,292,598	253,218,932	2,035,174	1,145,687	216,952,375	217,114,087
(iv) Office Equipments	5,917,328	1,622,625	-	7,539,953	3,424,015	1,461,500	-	2,654,439	2,493,314
(v) Vehicles	13,855,363	4,243,807	-	18,099,170	6,629,651	3,325,243	-	8,144,275	7,225,712
(vi) Furniture and Fixtures	6,833,499	131,250	-	6,964,749	2,898,888	1,153,357	-	2,912,504	3,934,611
<b>Total</b>	<b>596,209,006</b>	<b>27,172,068</b>	<b>1,497,028</b>	<b>621,884,047</b>	<b>292,484,137</b>	<b>2,187,009</b>	<b>1,059,570</b>	<b>305,899,199</b>	<b>303,724,869</b>
<b>(b) Intangible Assets</b>									
Computer software	1,408,778	13,800	-	1,422,578	1,084,343	334,435	-	3,800	324,435
<b>Total</b>	<b>1,408,778</b>	<b>13,800</b>	<b>-</b>	<b>1,422,578</b>	<b>1,084,343</b>	<b>-</b>	<b>-</b>	<b>3,800</b>	<b>324,435</b>
<b>Total (a+b)</b>	<b>597,617,784</b>	<b>27,185,868</b>	<b>1,497,028</b>	<b>623,306,625</b>	<b>293,568,480</b>	<b>2,187,009</b>	<b>1,059,570</b>	<b>305,902,999</b>	<b>304,049,304</b>
<b>(c) Capital Work In Progress</b>									
Capital Work In Progress	34,650,281	4,968	8,454,766	26,200,483	-	-	-	26,200,483	34,650,281
<b>Total (a+b+c)</b>	<b>632,268,065</b>	<b>27,190,836</b>	<b>9,951,794</b>	<b>649,507,108</b>	<b>293,568,480</b>	<b>2,187,009</b>	<b>1,059,570</b>	<b>332,103,482</b>	<b>338,699,585</b>
<b>Previous Year Total</b>	<b>614,821,411</b>	<b>18,393,549</b>	<b>946,895</b>	<b>632,268,065</b>	<b>264,512,857</b>	<b>29,830,933</b>	<b>775,310</b>	<b>338,699,585</b>	<b>338,699,585</b>

# Annual Report 2014-2015

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(In ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>12. NON CURRENT-INVESTMENTS</b>		
<b>Trade Investments (valued at cost)</b>		
<b>Unquoted Equity Instruments</b>		
<b>(a) Investment in Subsidiary Company</b>		
41,775,000 Equity Shares (previous Year 25,775,000 Equity Shares) of ₹ 10/- each fully paid in Kesar Multimodal Logistics Ltd. Extent of Holding:- 99.94% (Previous Year 99.90%) of total issued and paid up capital of Kesar Multimodal Logistics Limited	417,750,000	257,750,000
<b>Non trade Investments (valued at cost)</b>		
<b>Investments in Equity Instruments</b>		
<b>(a) Investments in Equity Instruments - Others ( Unquoted)</b>	5,000	5,000
200 Shares of ₹ 25 each fully paid in Jain Sahakari Bank Ltd		
{Aggregate amount of Unquoted Investments is ₹ 417,755,000 (Previous Year ₹ 257,755,000)}		
<b>Total</b>	<b>417,755,000</b>	<b>257,755,000</b>
<b>13. LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered good</b>		
(a) Security Deposits	2,223,509	3,414,539
(b) Loans and Advances to Employees	70,461	104,380
(c) Loans and Advances to Related Party Advance to Subsidiary Company	84,975,000	-
<b>Total</b>	<b>87,268,970</b>	<b>3,518,919</b>
<b>14. OTHER NON-CURRENT ASSETS</b>		
<b>Unsecured, Considered good</b>		
(a) Fixed Deposits with maturity of more than 12 months (Held as lien/security with various banks)	4,347,680	3,064,461
(b) Interest accrued on Bank Deposits	6,780	114,846
(c) Interest accrued on staff loan	69,516	241,737
<b>Total</b>	<b>4,423,976</b>	<b>3,421,044</b>
<b>15. INVENTORIES</b>		
Stores and spares (Valued at Lower of Cost and Net Realisable Value)	893,057	1,206,064
<b>Total</b>	<b>893,057</b>	<b>1,206,064</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March, 2015	(In ₹) As at 31st March, 2014
<b>16. TRADE RECEIVABLES</b>		
<b>Unsecured, Considered good</b>		
(a) Outstanding for a period exceeding six months from the date they are due for payment	-	-
(b) Others	39,220,004	38,474,358
<b>Total</b>	<b>39,220,004</b>	<b>38,474,358</b>
<b>17. CASH AND BANK BALANCES</b>		
<b>A. Cash and Cash Equivalents</b>		
(a) Balance with Banks		
(i) on Current Accounts	14,087,826	8,436,500
(ii) on unclaimed Dividend Accounts	968,755	895,295
(iii) on Fixed Deposits Accounts with original maturity of less than 3 months	1,421,233	10,000,000
(b) Cash on hand	425,866	9,917
<b>B. Other Bank Balances</b>		
Fixed Deposits with original maturity of more than 3 months but less than 12 months	2,325,783	1,422,604
<b>Total</b>	<b>19,229,463</b>	<b>20,764,316</b>
<b>18. SHORT TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered good</b>		
<b>Others</b>		
(a) Gratuity paid in advance (funded)	-	856,712
(b) Prepaid expenses	1,342,901	2,534,632
(c) Service Tax Receivable	1,005,380	796,143
(d) Loans and Advances to Employees	187,489	131,916
(e) Other advances recoverable in cash or kind	25,191	141,219
<b>Total</b>	<b>2,560,961</b>	<b>4,460,622</b>
<b>19. OTHER CURRENT ASSETS</b>		
<b>Unsecured , Considered Good</b>		
(a) Interest accrued on staff loans	118,384	158,034
(b) Interest accrued on Bank Fixed Deposits	588,669	255,277
(c) Interest accrued on Loan to Subsidiary	722,631	-
<b>Total</b>	<b>1,429,684</b>	<b>413,311</b>

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## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

Particulars	(In ₹)	
	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
<b>20. REVENUE FROM OPERATIONS</b>		
<b>REVENUE FROM SALE OF SERVICES</b>		
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services)	422,361,173	358,900,085
(b) Other operating revenue	285,878	3,456,500
<b>Total</b>	<b>422,647,051</b>	<b>362,356,585</b>
<b>21. OTHER INCOME</b>		
(a) Interest on		
(i) Fixed Deposits	1,132,742	1,550,302
(ii) Others	910,039	187,463
(b) Dividend Income	500	500
(c) Credit Balance Written Back	-	350,489
<b>Total</b>	<b>2,043,281</b>	<b>2,088,754</b>
<b>22. EMPLOYEE BENEFIT EXPENSE</b>		
(a) Salaries and Wages	67,297,709	61,394,067
(b) Contribution to P.F. Funds	4,972,280	5,043,411
(c) Contribution to Gratuity Funds (refer note no. 29)	3,810,259	2,017,718
(d) Staff Welfare	1,466,603	1,289,333
<b>Total</b>	<b>77,546,851</b>	<b>69,744,529</b>
<b>23. FINANCE COST</b>		
(a) Interest Expense	23,403,670	18,662,723
(b) Other Borrowing Costs		
(i) Finance Charges	13,853	181,481
(ii) Others including Bank Charges	550,194	647,041
<b>Total</b>	<b>23,967,717</b>	<b>19,491,245</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	(In ₹)	
Particulars	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
<b>24. OTHER EXPENSES</b>		
(a) Storage & Handling Charges	5,498,562	7,093,214
(b) Power & Fuel	9,040,129	8,719,411
(c) Rent	11,235,698	10,632,306
(d) Repairs		
(i) Plant & Machinery	31,102,544	25,187,583
(ii) Buildings	11,450	271,541
(iii) Others	3,044,269	1,154,499
(e) Insurance	1,303,323	1,098,054
(f) Rates & Taxes	1,730,923	364,960
(g) Selling agent Commission & Brokerage	1,758,146	1,879,102
(h) Legal & Professional Fees	3,095,490	2,516,562
(i) Directors Sitting Fees	1,180,000	881,000
(j) Commission to Directors	1,000,000	500,000
(k) Auditors Remuneration		
(i) Audit Fees	335,000	280,000
(ii) For Certification	190,000	170,000
(iii) For Other Matters	-	1,369
(iv) Out Of Pocket Expenses	7,865	13,567
(l) Loss on Sale of Assets / Assets Discarded	437,458	171,585
(m) Travelling Expenses	5,756,738	4,307,372
(n) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note no 30)	1,387,182	-
(o) Miscellaneous Expenses	11,834,262	11,042,875
<b>Total</b>	<b>89,949,039</b>	<b>76,285,000</b>



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## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 25. CAPITAL AND OTHER COMMITMENTS

Particulars	As at 31st March 2015 (₹)	As at 31st March 2014 (₹)
Estimated amount of contracts remaining to be executed and not provided for	3,00,000	Nil

### 26. CONTINGENT LIABILITIES

Nature of claim/Demands	As at 31st March 2015 (₹)	As at 31st March 2014 (₹)
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand of Electricity Charges under dispute	Nil	5,342,469
ii) Additional demand on account of revision in rates of Lease Rent	37,199,818	Nil
iii) Additional demand on account of Transfer fee/upfront rent for change in name	208,354,295	Nil
b) Guarantee: * Corporate Guarantee given in favour of Banker's, towards credit facilities granted to Kesar Multimodal Logistics Limited (Subsidiary Company) (KMLL) to set up a "Composite Logistics Hub" at Powarkheda in Madhya Pradesh.	1,081,100,000	1,081,100,000
<b>Total</b>	<b>1,326,654,113</b>	<b>1,086,442,469</b>

\* The total outstanding loans as at 31.03.2015 is ₹790,764,933 (Previous Year ₹464,226,683) against Corporate Guarantee.

27. Pursuant to Scheme of Demerger, the Company has requested Kandla Port Trust (KPT) for transfer of leasehold land situated at Kandla in its name which is presently in the name of Kesar Enterprises Ltd. However, KPT has raised a demand of ₹208,354,295/- on account of such transfer/ upfront fee for change in the name. The Company has filed a writ petition in High Court of Ahmedabad, against the demand raised by the KPT. The Company is of the view that the demand raised is likely to be deleted or substantially reduced and hence no provision made. The Depreciation on Assets constructed at lease hold land of KPT has been charged as per the rates prescribed in Schedule II of the Companies Act 2013. However for certain portion of leasehold land, where the lease period has been expired, the same is pending for renewal, although the Company has filed an application for the renewal of the said lease. The Company is of the view that Lease shall be renewed on the outcome of the writ petition filed in High Court of Ahmedabad.
28. The Non Current Investments amounting to ₹35,000,000/-is placed as a security against borrowings.

### 29. EMPLOYEE BENEFIT

#### Defined Benefit Plan (Gratuity Fund)

In accordance with Accounting Standard (AS 15) (Revised 2005), actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Present Value of funded obligations	(19,605,873)	18,117,000
Fair Value of plan assets	18,801,080	(18,973,712)
Net liability /(Assets)	804,793	(856,712)
Amount in balance sheet		
Liabilities	804,793	Nil
Assets	Nil	856,712

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Current service cost	1,165,342	1,217,009
Interest on obligation	1,449,360	1,343,330
Expected return on plan assets	(1,528,588)	(1,327,955)
Net actuarial losses (gains) recognized in year	2,724,145	785,334
Total included in employee benefit expense	3,810,259	2,017,718

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Opening defined benefit obligation	18,117,000	16,791,621
Service costs	1,165,342	1,217,009
Interest costs	1,449,360	1,343,330
Actuarial losses (gains)	2,678,585	713,341
Benefits paid	(3,804,414)	(1,948,301)
Closing defined benefit obligation	19,605,873	18,117,000

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## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Opening fair value of plan assets	1,89,73,712	1,59,92,069
Adjustment in funds	1,33,642	(5,10,954)
Expected return on plan assets	15,28,588	13,27,955
Actuarial gains / (losses)	(45,560)	(71,993)
Contributions by employer	20,15,112	41,84,936
Benefits paid	(38,04,414)	(19,48,301)
Closing fair value of plan assets	1,88,01,080	1,89,73,712

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

- (e) Principal actuarial assumptions at the balance sheet date:

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Discount rate	8.00%	8.00%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	8.00%	8.00%
Attrition rate	1.00%	1.00%
Mortality Tables	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

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

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

- (f) Amounts for the current and previous four years are as follows:

Particulars	Defined Benefit (Gratuity) Plan				
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)	For the year ended on 31st March 2013 (₹)	For the year ended on 31st March 2012 (₹)	For the year ended on 31st March 2011 (₹)
Defined benefit obligation	19,605,873	18,117,000	16,791,621	11,712,000	10,318,000
Plan assets	18,801,080	18,973,712	15,992,069	12,325,501	8,960,965
Surplus/ (deficit)	(804,793)	856,712	(799,552)	613,501	(1,357,035)

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(g) Experience Adjustment:

Particulars	Defined Benefit (Gratuity) Plan				
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)	For the year ended on 31st March 2013 (₹)	For the year ended on 31st March 2012 (₹)	For the year ended on 31st March 2011 (₹)
On plan Liability (Gains)/ Losses	2,678,585	713,341	1,626,947	738,861	672,989
On plan Assets Gains/ (Losses)	(45,560)	(71,993)	86,700	(30,407)	(561,174)

Amount recognized as expense in respect of Compensated Leave Absence is ₹4,320,081 (Previous Year ₹1,335,179).

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹4,972,280 (Previous Year ₹5,043,411)

### 30. CSR EXPENDITURE :

- a) Gross Amount required to be spent by the Company during the year – ₹2,673,228/-
- b) Amount spent during the year on :

Particulars	Amount (₹)
promoting preventive healthcare	771,030
promoting education & upliftment of women and children	616,152
<b>Total</b>	<b>1,387,182</b>

### 31. SEGMENT REPORTING

The Company is mainly engaged in Liquid Storage Business and there is no other reportable business and geographical segment as required by Accounting Standard – 17 "Segment Reporting".

### 32. RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18:

Names of related parties and nature of related party relationships:

Name of Related Parties

- a) Key Management Personnel and their relatives:

Key Management Personnel:

Mr. H R Kilachand Executive Chairman

Mrs. M H Kilachand Promoter Director

Relatives of Key Management Personnel:

Mr. Rohan H Kilachand Son of Executive Chairman

Ms. Rohita H Kilachand Daughter of Executive Chairman

- b) Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence

Kesar Enterprises Limited

Kesar Corporation Pvt. Ltd.

Indian Commercial Co. Pvt. Ltd.

Kilachand Devchand & Co. Pvt. Ltd.

Kilachand Devchand Commercial Pvt. Ltd.

India Carat Pvt Ltd

# Annual Report 2014-2015

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Duracell Investments & Finance Pvt. Ltd.

Seel Investment Pvt. Ltd.

c) Subsidiary Company:

Kesar Multimodal Logistics Limited

### DISCLOSURE OF TRANSACTIONS WITH RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCE AS ON 31ST MARCH, 2015:

Particulars	Kesar Enterprises Limited (₹)	Kesar Multimodal Logistics Ltd (₹)	H R Kilachand (₹)	M H Kilachand (₹)	Rohan H Kilachand (₹)	Indian Commercial Co. Pvt. Ltd. (₹)
<b>(a) Transactions</b>						
Sharing of Common Expenses	14,644,271 (14,000,724)					
Assets received	4,243,807 (3,560,102)					
Managerial Remuneration			7,189,934 (6,731,360)			
Director Fees/ Commission				320,000 (155,600)		
Salary paid					973,521 (Nil)	
Repayment of Security Deposit						1,200,000 (Nil)
Long term loans and advances		84,975,000 (Nil)				
Interest on term loans		802,923 (Nil)				
Investment in Share Capital		160,000,000 (138,000,000)				
<b>(b) Balance outstanding</b>						
Payable for Expenses Short term	Nil (300,000)					
Managerial Remuneration			3,500,000 (3,500,000)	200,000 (100,000)		
Security Deposit						Nil (1,200,000)
Long term loans & Advances		84,975,000 (Nil)				
Interest on term loans		722,631 (Nil)				
Investments		417,750,000 (257,750,000)				
Corporate Guarantee		1,081,100,000 (1,081,100,000)				

(Figures in brackets represents previous year)

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

33. LOANS AND ADVANCES IN THE NATURE OF LOANS GIVEN TO SUBSIDIARY COMPANY/GUARANTEES GIVEN ON BEHALF OF SUBSIDIARY IN ACCORDANCE WITH CLAUSE 32 OF THE LISTING AGREEMENT & SECTION 186 OF THE COMPANIES ACT, 2013.

Name of Entity: Kesar Multimodal Logistics Ltd.

Particulars	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Loan outstanding	84,975,000	Nil
Maximum amount Outstanding	84,975,000	Nil
Terms of Repayments & Repayment Schedule	Payable on demand after 01st April, 2016	NA
Purpose	Payment to contractor & administrative expenses	NA
Corporate Guarantee *	1,081,100,000	1,081,100,000
Purpose	Payment to contractor & administrative expenses	NA

\* The total outstanding loans as at 31.03.2015 is ₹790,764,933 (Previous Year ₹464,226,683) against Corporate Guarantee.

34. SUPPLEMENTARY STATUTORY INFORMATION

Particulars	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
(a) Expenditure in foreign currency (Business Promotion Expenses)	345,398	2,275,075
(b) Earnings in foreign currency	Nil	Nil

35. Based on the information available with the Company regarding the status of the suppliers as defined under the Micro Small and Medium Enterprise Development Act 2006 (the 'MSMED'), no suppliers are outstanding for more than 45 days as per the terms & conditions of the order.

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## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 36. EARNINGS PER SHARE (EPS):

Particulars	For the year ended on 31st March 2015	For the year ended on 31st March 2014
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹)	145,059,126	110,044,677
b) Weighted average number of Equity Shares Outstanding (Nos.)	5,253,113	5,253,113
Basic & Diluted EPS (₹)	27.61	20.95
Face Value per Share (₹)	10	10

37. The common corporate expenses incurred at Corporate Head Office at Mumbai for the year have been allocated as per the Sharing Agreement between Kesar Enterprises Ltd. and the Company. The amount allocated to the Company is ₹ 14,644,271 (Previous Year ₹ 14,000,724). Addition to fixed assets includes ₹ 4,243,807 (Previous Year ₹ 3,560,102) (net of depreciation), transferred from Kesar Enterprises Ltd.
38. The Company has aligned the useful life of its fixed assets in line with Part C of Schedule II of the Companies Act, 2013 ('the Act') w.e.f. April 1, 2014. In respect of the assets where the remaining useful life is 'Nil', their carrying amount after retaining the residual value as on April 1, 2014 aggregating to ₹ 1,443,645 (net of deferred tax of ₹ 743,364) has been adjusted against the opening balance of retained earnings as on that date.
39. The Company carries excess income tax provision amounting to ₹ 26,699,860 pending assessments.
40. The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification/disclosure.

**For Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI FRN NO.103523W

**Atul Gala**  
Partner  
Membership No. 048650

Place: Mumbai  
Date: 28th May, 2015

**For and on behalf of the Board of Directors**

**H R Kilachand**  
Executive Chairman  
DIN 00294835

**A S Ruia**  
Director  
DIN 00296622

**V J Doshi**  
Chief Financial Officer

**B A Shah**  
Company Secretary

Place: Mumbai  
Date: 28th May, 2015



## INDEPENDENT AUDITOR'S REPORT

### To the Members of Kesar Terminals & Infrastructure Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Kesar Terminals & Infrastructure Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2015, their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Other Matter

We did not audit the financial statements of the subsidiary, whose financial statements reflects total assets of

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₹1,384,516,997 as at March 31, 2015, total revenues of ₹ Nil and net cash inflows amounting to ₹ 30,029,606 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

## Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding Company, subsidiary company incorporated in India, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the report of the other auditor;
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group Refer Note 27 to the consolidated financial statements;
    - (ii) The Group did not have any material foreseeable losses on long term contracts, including derivative contracts;
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For **Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.103523W

**Atul Gala**  
Partner  
Membership No.048650

Mumbai: May 28, 2015

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals & Infrastructure Limited on the consolidated financial statements for the year ended March 31, 2015]

- (i) (a) The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the fixed assets of the Group have been physically verified by the management of the respective entities and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to their size and the nature of their assets.
- (ii) (a) The inventory of the Holding Company has been physically verified by the management of the Holding Company during the year. In our opinion, the frequency of verification is reasonable. Since the subsidiary is at pre operative stage and has not yet commenced commercial operations, the subsidiary company does not maintain inventories, hence paragraph 3(ii)(a), 3(ii)(b) and 3(ii)(c) are not applicable to the subsidiary company.
- (b) The procedures of physical verification of inventory followed by the management of the Holding Company are reasonable and adequate in relation to their size and the nature of its business.
- (c) The Holding Company is maintaining proper records of inventory. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) As informed, the Group has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions stated in paragraph 3 (iii)(a), 3 (iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given by the management of the Group, there exists an adequate internal control system commensurate with the size of the respective entities and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the respective entities.
- (v) In our opinion and according to the information and explanation given by the management of the Holding Company, the holding company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under with regard to the acceptance of deposits. Further, as informed, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the respective entities in respect of the aforesaid deposits. The subsidiary company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government of India has not prescribed the maintenance of cost records for any of the products of the Group under sub-section (1) of Section 148 of the Act and the rules framed there under.
- (vii) (a) The Group is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it. According to the information and explanations given by the management of the Group, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given by the management of the Group, there are no dues with respect to income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which have not been deposited on account of any dispute.
- (c) According to the information and explanations given by the management of the Group, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the respective entities.
- (viii) The Holding Company did not have accumulated losses at the end of the financial year nor has incurred cash losses in the current and immediately preceding financial year. The subsidiary Company has been registered for a period of less than five years. Accordingly provisions stated in paragraph 3(viii) are not applicable to the subsidiary company.
- (ix) According to the information and explanations given by the management of the Group, the respective entities have not defaulted in repayment of dues to financial institutions or banks. The Group has not issued any debentures.
- (x) According to the information and explanations given by the management of the Group, the respective entities have not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given by the management of the Group, the term loans have been applied for the purpose for which the loans were obtained.
- (xii) During the course of examination of the books and records of the Group carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given, we have neither come across any instance of fraud on or by the respective entities, noticed or reported during the year, nor have we been informed of any such instance by the management of the respective entities.

For **Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.103523W

**Atul Gala**  
Partner  
Membership No.048650

Mumbai: May 28, 2015

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## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	(in ₹)	
		As at 31st March, 2014	As at 31st March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	3	52,531,130	52,531,130
(b) Reserves and Surplus	4	509,768,760	388,282,119
<b>2 Minority Interest</b>		250,000	250,000
<b>3 Non-current liabilities</b>			
(a) Long Term Borrowings	5	885,954,179	561,262,762
(b) Deferred tax liabilities (Net)	6	32,525,327	32,333,724
(c) Other Long Term Liabilities	7	310,000	-
(d) Long Term Provisions	8	6,650,119	3,517,600
<b>4 Current liabilities</b>			
(a) Trade payables	9	13,884,224	2,892,241
(b) Other Current Liabilities	10	230,246,372	78,157,849
(c) Short Term Provisions	11	53,833,852	37,132,144
<b>TOTAL</b>		<b>1,785,953,963</b>	<b>1,156,359,569</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed Assets	12		
(i) Tangible Assets		318,497,734	303,812,442
(ii) Intangible Assets		1,353,768	361,616
(iii) Capital Work in Progress		1,350,948,084	701,984,754
(b) Non Current Investments	13	5,000	5,000
(c) Long Term Loans and Advances	14	13,369,570	70,776,141
(d) Other Non- Current Assets	15	4,452,672	11,449,540
<b>2 Current assets</b>			
(a) Inventories	16	893,057	1,206,064
(b) Trade Receivables	17	39,220,004	38,474,358
(c) Cash and Bank Balances	18	51,803,973	23,309,220
(d) Short Term Loans and Advances	19	2,955,265	4,567,123
(e) Other Current Assets	20	2,454,836	413,311
<b>TOTAL</b>		<b>1,785,953,963</b>	<b>1,156,359,569</b>
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI FRN NO.103523W

For and on behalf of the Board of Directors

H R Kilachand  
Executive Chairman  
DIN 00294835

A S Ruia  
Director  
DIN 00296622

Atul Gala  
Partner  
Membership No. 048650

V J Doshi  
Chief Financial Officer

B A Shah  
Company Secretary

Place: Mumbai  
Date: 28th May, 2015

Place: Mumbai  
Date: 28th May, 2015

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

Particulars	Note No.	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
<b>I. Revenue From Operations</b>	21	422,647,051	362,356,585
<b>II. Other Income</b>	22	2,043,281	2,088,754
<b>III. Total Revenue (I + II)</b>		<b>424,690,332</b>	<b>364,445,339</b>
<b>IV. Expenses:</b>			
Employee benefits expense	23	77,546,851	69,744,529
Finance Cost	24	23,967,717	19,491,245
Depreciation and amortization expense	12	22,707,706	29,830,933
Other expenses	25	89,949,039	76,285,000
<b>Total Expenses</b>		<b>214,171,313</b>	<b>195,351,707</b>
<b>V. Profit before tax (III-IV)</b>		210,519,019	169,093,632
<b>VI. Tax Expense:</b>			
(a) Current tax [including prior year tax provision written back ₹ 7,175,074 (Previous year ₹ Nil)]		64,524,926	58,626,688
(b) Deferred tax		934,967	422,267
<b>VII. Profit (Loss) for the period (V-VI)</b>		<b>145,059,126</b>	<b>110,044,677</b>
<b>VIII. Basic &amp; Diluted Earnings per equity share</b>	35	27.61	20.95
[Nominal value of shares ₹10 (Previous Year ₹10)]			
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached  
For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI FRN NO.103523W

Atul Gala  
Partner  
Membership No. 048650

Place: Mumbai  
Date: 28th May, 2015

For and on behalf of the Board of Directors

H R Kilachand  
Executive Chairman  
DIN 00294835

V J Doshi  
Chief Financial Officer

A S Ruia  
Director  
DIN 00296622

B A Shah  
Company Secretary

Place: Mumbai  
Date: 28th May, 2015

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## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(in ₹)	
	For the year ended on 31st March, 2015	For the year ended on 31st March, 2014
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX	210,519,019	169,093,632
<b>Non-cash adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation	22,707,706	29,830,933
Dividend Income	(500)	(500)
Interest Income	(2,042,781)	(1,737,765)
Interest and Finance Charges	23,967,717	19,491,246
Loss/ (Profit) on sale of Fixed Assets/ Investments	437,458	171,585
Credit Balances Written Back	-	(350,489)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>255,588,619</b>	<b>216,498,642</b>
<b>Movements in working capital:</b>		
Decrease / (Increase) in Inventories	313,007	440,290
Decrease / (Increase) in Trade Receivables	(745,646)	11,093,658
Decrease / (Increase) in Short term Loans & Advances	1,899,661	541,729
Decrease / (Increase) in Long term Loans & Advances	1,224,949	9,571,429
Decrease / (Increase) in Other current assets	(903,179)	(897,604)
Decrease / (Increase) in Other non current assets	(1,283,219)	(1,679,187)
Increase / (Decrease) in Trade Payables	10,991,983	(1,167,520)
Increase / (Decrease) in Other Current Liabilities	(3,935,697)	534,434
Increase / (Decrease) in Short term Provisions (Employee benefits)	374,130	(761,583)
Increase / (Decrease) in Long term Provisions	2,902,782	515,656
<b>CASH (USED IN) / GENERATED FROM OPERATIONS</b>	<b>266,427,390</b>	<b>234,689,944</b>
<b>Taxes (Paid)/ Refunds</b>	<b>(62,464,430)</b>	<b>(50,038,000)</b>
<b>NET CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES</b>	<b>203,962,960</b>	<b>184,651,944</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets including Intangible Assets & CWIP	(611,592,738)	(479,749,422)
(Increase)/Decrease in other Non current assets	7,999,800	(770,121)
(Increase)/Decrease in other current assets	(1,747,783)	-
(Increase)/Decrease in short term loans & advances	(287,803)	(72,502)
Increase/(Decrease ) in other Long Term liabilities	310,000	(4,405,144)
Increase/(Decrease ) in long term Loans & advances	56,181,622	(13,100,938)
Increase/(Decrease ) in long term Provisions	229,737	166,256
Increase/(Decrease ) in other current liabilities	103,325,950	15,677,719
Increase/(Decrease ) in short term provisions	17,910	2,563
Interest Received	2,707,883	2,014,190
Dividend Received	500	500
<b>NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES</b>	<b>(442,854,922)</b>	<b>(480,236,899)</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

Particulars	For the year ended on 31st March, 2015	(in ₹) For the year ended on 31st March, 2014
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Repayment of Borrowings	(115,178,954)	(24,583,976)
Proceeds from Borrowings	491,821,701	317,785,493
Dividends Paid	(7,806,210)	(23,271,414)
Interest Paid	(102,353,001)	(18,886,361)
<b>NET CASH (USED IN) / GENERATED FROM FINANCING ACTIVITIES</b>	<b><u>266,483,536</u></b>	<b><u>251,043,742</u></b>
<b>NET INCREASE /( DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b><u>27,591,574</u></b>	<b><u>(44,541,213)</u></b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b><u>21,886,616</u></b>	<b><u>66,427,829</u></b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b><u>49,478,190</u></b>	<b><u>21,886,616</u></b>
<b>COMPONENT CASH AND CASH EQUIVALENTS - refer note no 18</b>		
Cash on Hand	451,568	20,048
With Bank on Current Account	39,636,634	10,971,273
on Deposit Account	8,421,233	10,000,000
unclaimed Dividend Account *	968,755	895,295
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b><u>49,478,190</u></b>	<b><u>21,886,616</u></b>

\* The Company can utilise this balance only towards settlement of the respective unclaimed dividend

Note : Figures in brackets are outflows

The accompanying notes are an integral part of the financial statements.

Since the Subsidiary is yet to commence its operations, all assets and liabilities relates to pre-operative expenditure. Accordingly, changes in respective assets and liabilities amounting to ₹ 425,426,048 (Previous Year ₹ 421,798,419) have been shown as cash used in investing activities."

**As per our report of even date attached  
For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI FRN NO.103523W**

**Atul Gala  
Partner  
Membership No. 048650**

**Place: Mumbai  
Date: 28th May, 2015**

**For and on behalf of the Board of Directors**

**H R Kilachand  
Executive Chairman  
DIN 00294835**

**V J Doshi  
Chief Financial Officer**

**A S Ruia  
Director  
DIN 00296622**

**B A Shah  
Company Secretary**

**Place: Mumbai  
Date: 28th May, 2015**



# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### Background

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

Pursuant to the Scheme of Demerger, in consideration of the transfer of Storage Undertaking into the Company 4,753,113 Equity Shares of ₹ 10 each, fully paid up are issued and allotted on 1st June 2010 by the Company to the shareholders of Kesar Enterprises Limited (KEL) in the ratio of 10:7 i.e. for every 10 shares in KEL, 7 shares in the Company.

The Company is mainly engaged in the business of renting of liquid storage tanks at Kandla and is in process of commencing its operation at Pipavav and Kakinda Port.

Kesar Multimodal Logistics Ltd. (KMLL or "Subsidiary Company") was incorporated on 30th September, 2011 as a special purpose vehicle to execute Concession Agreement entered on 24th October, 2011 between the Company and the Madhya Pradesh State Agricultural Marketing Board (Mandi Board) to set up a "Composite Logistics Hub" at Powarkheda, Madhya Pradesh, on Public Private Participation (PPP) basis and yet not commenced commercial operations. Accordingly, a statement of profit and loss account for KMLL is not prepared, since expenses incurred in relation to the project, are classified as "Pre-operative expenditure pending capitalization". KMLL became subsidiary of the Company w.e.f 10th August, 2012.

### 1 Principles of Consolidation

The Consolidated Financial Statements relate to Kesar Terminals & Infrastructure Ltd and its Subsidiary Company Kesar Multimodal Logistics Ltd. The consolidated financial statements are prepared on the basis of Accounting Standard 21 – Consolidated Financial Statements:

- A. The financial statements of the Company and it's subsidiary are combined on line-by-line basis by adding together the book values of like items of assets, liabilities after fully eliminating material intra group balances and intra group transactions and resulting unrealized profit or losses on the group transactions, specified under section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounting) Rules, 2014.
- B. Share of Minority interest's in net assets of the subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's Shareholder.

Minority interest in the net assets of subsidiary consists of:

- (i) The amount of share in Equity Shareholder's Funds attributable to the minority at the date on which investment in subsidiary is made; and
  - (ii) The minority share of movements in share in Equity Shareholder's Funds attributable to the minority, since the date the parent subsidiary relationship comes into existence.
- C. The Subsidiary Company considered in the consolidated financial statement is

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest
Kesar Multimodal Logistics Ltd.	India	99.94%

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements

### 2 Significant Accounting Policies

#### A. Basis of preparation

The financial statements have been prepared to comply with all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and its subsidiary Company.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### B. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

### C. Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefit will flow to the Company and revenue can be reliably measured.

Income from services is generally recognised only when its collection or receipt is reasonably certain.

Insurance Claims are recognised only when the claim is passed.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

### D. Fixed Assets

a) Fixed Assets except Freehold Land are stated at cost of acquisition less accumulated depreciation/ amortization/ impairment loss (if any), net of CENVAT (wherever claimed). The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalization criteria are met and other incidental expenses incurred in relation to their acquisition/ bringing the assets for their intended use.

b) Freehold Lands are stated at cost of acquisition.

### E. Impairment of Assets

The carrying amounts of assets / cash generating units at each balance sheet date are reviewed for impairment of assets. If any indication of such impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. Impairment loss recognised in prior years is reversed when there is indication that an Impairment loss recognised for an asset no longer exists or has decreased.

### F. Depreciation

a) Leasehold Land and Premium on Leasehold Land is amortised over the period of lease.

b) Depreciation on Plant and Machinery has been provided on Straight Line Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.

c) For all other assets, depreciation has been provided on Written Down Value Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.

d) For assets added / disposed off during the year, depreciation has been provided for on pro-rata basis with reference to the period, at the applicable rates.

e) Depreciation on assets, whose actual cost do not exceed ₹ 5,000 is provided for at the rate of hundred percent.

# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### G. Capital Work-in-Progress

Expenditure during the construction/ pre-operative period is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on the completion of their construction.

### H. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term/non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Noncurrent investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the long term investments.

### I. Inventories

Stores and Spares are valued at lower of cost or net realizable value. Cost is determined on FIFO basis.

### J. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### K. Retirement and other employee benefits

- i. Retirement benefits in the form of Provident Fund and Superannuation Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss in the year when the contributions to the respective funds are due. In case of KMLL, contribution is capitalised as "pre-operative expenditure pending for capitalisation". There are no other obligations other than the contribution payable to the respective funds.
- ii. Gratuity and Leave Encashment liability is defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method.
- iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation on projected unit credit method.
- iv. Actuarial gains/losses are charged to Statement of profit and loss and are not deferred. In case of KMLL, gain/losses are capitalised as "pre-operative expenditure pending for capitalisation".

### L. Foreign Exchange Transactions

Transactions in foreign currencies are accounted at the exchange rate prevailing on the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in statement of profit and loss. In case of forward contracts (non speculative), the premium or discount being the differences between the forward exchange rate and the exchange rate at the inception of the contract is recognized as expense or income over the life of the contract. In case of KMLL, gains/ losses are capitalised as "pre-operative expenditure pending for capitalisation".

### M. Income Tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of timing differences between taxable income and accounting income during the current year and reversal of timing differences of earlier years.

Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted / substantively enacted on the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty, except for carried forward losses and unabsorbed depreciation which is recognized based on virtual certainty, that the assets will be realized in future.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Deferred tax assets are reviewed as at each balance sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realised.

### **N. Earnings Per Share**

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

### **O. Provisions**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### **P. Contingent Liabilities & Contingent Assets**

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

Contingent assets are neither recognized nor disclosed, in the financial statements.

### **Q. Leases**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term. In case of KMLL operating lease payments are capitalised as "pre-operative expenditure pending for capitalisation".

### **R. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, demand deposits and short-term investments with an original maturity of three months or less.

# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number	₹	Number	₹
<b>3. SHARE CAPITAL</b>				
<b>Authorised</b>				
Equity Shares of ₹ 10/- each	12,500,000	125,000,000	12,500,000	125,000,000
Redeemable Preference Shares of ₹ 10/- each	2,500,000	25,000,000	2,500,000	25,000,000
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity Shares of ₹ 10/- each	5,253,113	52,531,130	5,253,113	52,531,130
<b>Total</b>	<b>5,253,113</b>	<b>52,531,130</b>	<b>5,253,113</b>	<b>52,531,130</b>

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

	Number	₹	Number	₹
Shares outstanding at the beginning of the year	5,253,113	52,531,130	5,253,113	52,531,130
Shares issued during the year for consideration other than cash	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>5,253,113</b>	<b>52,531,130</b>	<b>5,253,113</b>	<b>52,531,130</b>

### (b) Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

During the year ended 31st March 2015, the amount of per equity share dividend recognised ₹ 3.50 (31st March 2014: Interim dividend of ₹1.50 & final dividend of ₹1.50 totalling to ₹ 3.00).

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

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	1,449,250	27.59%	1,449,250	27.59%
Kesar Enterprises Limited	500,000	9.52%	499,994	9.52%
H R Kilachand	408,640	7.78%	408,640	7.78%

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

Particulars	Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash *	-	-	-	-	4,753,113
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

\* Issued pursuant to the Scheme of Demerger, in consideration of the transfer of the Storage Undertaking of the Kesar Enterprises Limited into the Company

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>4. RESERVES &amp; SURPLUS</b>		
<b>(a) General Reserve</b>		
Opening Balance	199,600,000	169,600,000
(+) Current Year Transfer	50,000,000	30,000,000
Closing Balance	<b>249,600,000</b>	<b>199,600,000</b>
<b>(b) Surplus</b>		
Opening balance	188,682,119	127,075,082
(-) Depreciation (new Companies Act 2013) (Net of deferred tax) {refer note no 38}	1,443,645	-
(+) Net Profit/(Net Loss) for the current year	145,059,126	110,044,677
(-) Proposed Final Dividend	18,385,896	7,879,670
(-) Interim Dividend	-	7,879,670
(-) Dividend Distribution Tax	3,742,944	2,678,300
(-) Transfer to Reserves	50,000,000	30,000,000
Closing Balance	<b>260,168,760</b>	<b>188,682,119</b>
<b>Total</b>	<b>509,768,760</b>	<b>388,282,119</b>
<b>5. LONG TERM BORROWINGS</b>		
<b>(A) SECURED BORROWINGS</b>		
<b>(i) Term loans From Banks</b>		
<b>(1) Corporate Loan</b>	112,500,000	62,500,000
Secured by exclusive pari passu charge on all Fixed Assets and Current Assets both present and future at Kandla. ( Terminal I & II) Terms of Repayments:- Repayable from Oct'2013 in 48 Equal Monthly Installments. Interest is payable at Base Rate of Lender Bank Plus 2.75% p.a. with monthly rest.		
<b>(2) Project Loan</b>	754,488,733	464,226,683
(Secured by way of 1st pari passu charge on all Fixed Assets and 2nd pari passu charge on the Current Assets of the project situated at Powarkheda Dist. Hoshangabad, Madhya Pradesh and Corporate Guarantee by the Company) (Rate of Interest is in the range of 11.00 % to 13.25% p.a.{Previous year 10.95% to 13.45% p.a.}) Term Loans are repayable in 16 to 28 quarterly equal installment starting after the moratorium period ranging from two to three years from the date of first disbursement of the respective loans.		
<b>(3) Vehicle Loans</b>	-	133,346
Secured by way of hypothecation of respective vehicles. Terms of Repayments:- Repayable in 60 Equated Monthly Installments starting from the date of the loan and carrying Interest @ 8.78% p.a.		

# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>(ii) From others (various Finance Companies)</b>		
<b>Vehicle Loans</b>	2,847,036	2,773,207
Secured by way of hypothecation of respective vehicles.		
Terms of Repayments:- Repayable in 36 Equated Monthly Installments starting from the date of the loan and carrying Interest ranging from 8.51% to 14.00% p.a.		
<b>Total Secured Borrowings</b>	<b>869,835,769</b>	<b>529,633,236</b>
[Out of total Secured Borrowings of ₹ 982,515,727 (Previous Year ₹ 556,158,322) borrowings of ₹ 112,679,958 (Previous year ₹26,525,086) having Current Maturities, have been disclosed in Note No.10]		
<b>(b) Unsecured Borrowings</b>		
(1) Loans from Customers	9,230,410	15,390,526
Terms of Repayments:- Repayable in 60 Equated Monthly Installments from the date tanks are put to use and carrying simple interest @ 13% p.a.		
(2) Fixed Deposits from Public	6,888,000	16,239,000
Terms of Repayments:- Repayable in one to three years starting from the date of deposit and carrying interest in the range of 12.00 % to 12.50% p.a.		
<b>Total Unsecured Borrowings</b>	<b>16,118,410</b>	<b>31,629,526</b>
[Out of total Unsecured Borrowings ₹ 31,985,212 (previous year ₹ 45,423,671), borrowings of ₹ 15,866,802 (previous year ₹ 13,794,145) having Current Maturities, have been disclosed in Note No.10]		
<b>Total</b>	<b>885,954,179</b>	<b>561,262,762</b>
<b>6. DEFERRED TAX LIABILITIES (NET)</b>		
<b>(a) Deferred Tax Liability</b>		
Impact of difference between Tax Depreciation & Depreciation / Amortisation charged as per Companies Act.	34,326,358	33,792,677
<b>(b) Deferred Tax Assets</b>		
Disallowances under Section 43B of Income tax Act for Employee Benefits	1,801,031	1,458,953
<b>Net Deferred Tax Liability (a-b)</b>	<b>32,525,327</b>	<b>32,333,724</b>



# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March, 2015	(in ₹) As at 31st March, 2014
<b>7. OTHER LONG TERM LIABILITIES</b>		
<b>Others</b>		
Security Deposits from Lessee (Interest Free)	310,000	-
<b>Total</b>	<b>310,000</b>	<b>-</b>
<b>8. LONG TERM PROVISIONS</b>		
Provision for employee benefits		
(a) Gratuity Provision (unfunded)	265,508	147,200
(b) Leave Encashment (unfunded)	6,384,611	3,370,400
<b>Total</b>	<b>6,650,119</b>	<b>3,517,600</b>
<b>9. TRADE PAYABLES</b>		
Trade Payables (For Services received) (refer note no.34)	13,884,224	2,892,241
<b>Total</b>	<b>13,884,224</b>	<b>2,892,241</b>
<b>10. OTHER CURRENT LIABILITIES</b>		
(a) Current maturities of long-term debt		
(i) Current maturities of long-term debt - secured borrowings (refer note no. 5)	112,679,958	26,525,086
(ii) Current maturities of long-term debt - unsecured borrowings (refer note no. 5)	15,866,802	13,794,145
(b) Interest accrued but not due on borrowings	6,138,584	3,457,835
(c) Unclaimed dividends	968,755	895,295
(d) Payable to Related Party	-	300,000
(e) Payables -(For other contractual obligations)	5,585,419	7,340,930
(f) Payables -(For Capital Goods)	84,237,015	21,111,612
(g) Outstanding Liabilities	2,237,701	1,578,078
(h) Statutory Dues	2,532,138	3,154,868
<b>Total</b>	<b>230,246,372</b>	<b>78,157,849</b>
<b>11. SHORT TERM PROVISIONS</b>		
<b>(a) Provision for employee benefits</b>		
(i) Gratuity (Funded)	804,793	-
(ii) Gratuity (Unfunded)	1,320	2,200
(iii) Leave Encashment (Unfunded)	491,227	903,100
<b>(b) Others</b>		
(i) Provision for Income Tax [Net of Advance Income Tax of ₹ 144,512,328 (Previous Year ₹ 112,133,437)]	30,407,672	27,008,024
(ii) Proposed Final Dividend	18,385,896	7,879,670
(iii) Corporate Tax on Final Dividend	3,742,944	1,339,150
<b>Total</b>	<b>53,833,852</b>	<b>37,132,144</b>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 12. FIXED ASSETS

FIXED ASSETS	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 1st April 2014	Additions	Disposals	Balance as at 1st April 2014	Write off revised / amortization Companies charge for the Act 2013 year	On disposals	Balance as at 31st March 2015	Balance as at 31st March 2014
<b>(a) Tangible Assets</b>								
(i) Land								
(1) Free Hold Land	42,113,796	7,717,780	-	-	-	-	49,831,576	42,113,796
(2) Lease Hold Land	1,826,902	-	-	1,669,752	-	-	96,371	157,150
(3) Lease Hold Land Premium	567,000	-	-	518,227	-	-	29,895	48,773
	44,507,698	7,717,780	-	2,187,979	-	-	49,957,842	42,319,719
(ii) Buildings	52,724,608			23,324,227	151,835	5,207,827	24,040,719	29,400,381
(iii) Plant and Equipment	472,370,509	25,054,193	1,497,028	254,019,377	2,035,174	11,770,339	229,162,354	218,351,132
(iv) Office Equipments	2,884,813	3,186,579	-	2,253,793	-	1,478,239	2,339,360	631,020
(v) Vehicles	13,855,363	4,608,233	-	6,629,651	-	3,390,714	8,443,231	7,225,712
(vi) Furniture and Fixtures	10,051,887	131,250	-	4,167,409	-	1,461,500	4,554,228	5,884,478
<b>Total</b>	<b>596,394,878</b>	<b>40,698,035</b>	<b>1,497,028</b>	<b>292,582,436</b>	<b>2,187,009</b>	<b>23,388,276</b>	<b>318,497,734</b>	<b>303,812,442</b>
<b>(b) Intangible Assets</b>								
Computer software	1,474,528	1,639,417	-	1,112,912	-	647,265	1,353,768	361,616
<b>Total</b>	<b>1,474,528</b>	<b>1,639,417</b>	<b>-</b>	<b>1,112,912</b>	<b>-</b>	<b>647,265</b>	<b>1,353,768</b>	<b>361,616</b>
<b>Total (a+b)</b>	<b>597,869,406</b>	<b>42,337,452</b>	<b>1,497,028</b>	<b>293,695,348</b>	<b>2,187,009</b>	<b>24,035,541</b>	<b>319,851,502</b>	<b>304,174,058</b>
<b>(c) Capital Work In Progress</b>								
	701,984,754	657,418,095	8,454,765	-	-	-	1,350,948,084	701,984,754
<b>Total (a+b+c)</b>	<b>1,299,854,160</b>	<b>699,755,547</b>	<b>9,951,793</b>	<b>293,695,348</b>	<b>2,187,009</b>	<b>24,035,541</b>	<b>1,670,799,586</b>	<b>1,006,158,812</b>
<b>Previous Year</b>	<b>820,969,890</b>	<b>479,831,164</b>	<b>946,895</b>	<b>264,557,983</b>	<b>-</b>	<b>29,912,675</b>	<b>1,006,158,812</b>	

Note 1 : Depreciation / amortization charge for the year includes Depreciation of Kesar Multimodal Logistics Ltd amounting to ₹ 1,327,835/- (Previous year ₹ 81,742/-) which is capitalised as "pre-operative expenditure pending for capitalisation" and included in Capital Work in Progress.

Note 2 : Capital Work in Progress includes ₹ 1,324,747,599/- (previous year ₹ 667,334,472/-), the expenses incurred in relation to project of Kesar Multimodal Logistics Ltd and classified as "Pre-operative expenditure pending capitalization", since Kesar Multimodal Logistics Ltd is yet to commence commercial activity as at the balance sheet date.

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March, 2015	(in ₹) As at 31st March, 2014
<b>13. NON CURRENT-INVESTMENTS</b>		
<b>NON TRADE INVESTMENTS (VALUED AT COST)</b>		
Investments in Equity Instruments - Others ( Unquoted) 200 Shares of ₹ 25 each fully paid in Jain Sahakari Bank Ltd [Aggregate amount of Unquoted Investments is ₹ 5,000 (Previous Year ₹ 5,000)]	5,000	5,000
<b>Total</b>	<b>5,000</b>	<b>5,000</b>
<b>14. LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered good</b>		
(a) Capital Advances	-	57,356,222
(b) Security Deposits	13,299,109	13,314,539
(c) Loans and Advances to Employees	70,461	105,380
<b>Total</b>	<b>13,369,570</b>	<b>70,776,141</b>
<b>15. OTHER NON-CURRENT ASSETS</b>		
<b>Unsecured, Considered good</b>		
(a) Fixed Deposits with maturity of more than 12 months (Under Lien / Security with various Banks)	4,372,680	10,226,711
(b) Interest accrued on Bank Deposits & NSC	10,476	981,092
(c) Interest accrued on staff loan	69,516	241,737
<b>Total</b>	<b>4,452,672</b>	<b>11,449,540</b>
<b>16. INVENTORIES</b>		
<b>Stores and spares</b>		
(Valued at Lower of Cost and Net Realisable Value)	893,057	1,206,064
<b>Total</b>	<b>893,057</b>	<b>1,206,064</b>
<b>17. TRADE RECEIVABLES</b>		
<b>Unsecured, Considered good</b>		
(a) Outstanding for a period exceeding six months from the date they are due for payment	-	-
(b) Others	39,220,004	38,474,358
<b>Total</b>	<b>39,220,004</b>	<b>38,474,358</b>

# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
<b>18. CASH AND BANK BALANCES</b>		
<b>A. Cash and Cash Equivalents</b>		
(a) Balance with Banks		
(i) on Current Accounts	39,636,634	10,971,273
(ii) on unclaimed Dividend Accounts	968,755	895,295
(iii) on Fixed Deposits Accounts with original maturity of less than 3 months	8,421,233	10,000,000
(b) Cash on hand	451,568	20,048
<b>B. Other Bank Balances</b>		
Fixed Deposits with original maturity of more than 3 months but less than 12 months	2,325,783	1,422,604
<b>Total</b>	<b>51,803,973</b>	<b>23,309,220</b>
<b>19. SHORT TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered good</b>		
<b>Others</b>		
(a) Gratuity paid in advance (funded)	-	856,712
(b) Prepaid expenses	1,396,206	2,534,632
(c) Service Tax Receivable	1,005,380	796,143
(d) Loans and Advances to Employees	187,489	131,916
(e) Other advances recoverable in cash or kind	366,190	247,720
<b>Total</b>	<b>2,955,265</b>	<b>4,567,123</b>
<b>20. OTHER CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
(a) Interest accrued on staff loans	118,384	158,034
(b) Interest accrued on Bank Fixed Deposits	2,109,036	255,277
(c) Other Receivable	227,416	-
<b>Total</b>	<b>2,454,836</b>	<b>413,311</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	For the year ended on 31st March, 2015	(in ₹) For the year ended on 31st March, 2015
<b>21. REVENUE FROM OPERATIONS</b>		
<b>REVENUE FROM SALE OF SERVICES</b>		
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services)	422,361,173	358,900,085
(b) Other operating revenue	285,878	3,456,500
<b>Total</b>	<b>422,647,051</b>	<b>362,356,585</b>
<b>22. OTHER INCOME</b>		
(a) Interest on		
(i) Fixed Deposits	1,132,742	1,550,302
(ii) Others	910,039	187,463
(b) Dividend Income	500	500
(c) Credit Balance Written Back	-	350,489
<b>Total</b>	<b>2,043,281</b>	<b>2,088,754</b>
<b>23. EMPLOYEE BENEFIT EXPENSE</b>		
(a) Salaries and Wages	67,297,709	61,394,067
(b) Contribution to P.F. Funds	4,972,280	5,043,411
(c) Contribution to Gratuity Funds	3,810,259	2,017,718
(d) Staff Welfare	1,466,603	1,289,333
<b>Total</b>	<b>77,546,851</b>	<b>69,744,529</b>
<b>24. FINANCE COST</b>		
(a) Interest Expense	23,403,670	18,662,723
(b) Other Borrowing Costs		
(i) Finance Charges	13,853	181,481
(ii) Others including Bank Charges	550,194	647,041
<b>Total</b>	<b>23,967,717</b>	<b>19,491,245</b>

# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	(in ₹)	
	For the year ended on 31st March, 2015	For the year ended on 31st March, 2015
<b>25. OTHER EXPENSES</b>		
(a) Storage & Handling Charges	5,498,562	7,093,214
(b) Power & Fuel	9,040,129	8,719,411
(c) Rent	11,235,698	10,632,306
(d) Repairs		
(i) Plant & Machinery	31,102,544	25,187,583
(ii) Buildings	11,450	271,541
(iii) Others	3,044,269	1,154,499
(e) Insurance	1,303,323	1,098,054
(f) Rates & Taxes	1,730,923	364,960
(g) Selling agent Commission & Brokerage	1,758,146	1,879,102
(h) Legal & Professional Fees	3,095,490	2,516,562
(i) Directors Sitting Fees	1,180,000	881,000
(j) Commission to Directors	1,000,000	500,000
(k) Auditors Remuneration		
(i) Audit Fees	335,000	280,000
(ii) For Certification	190,000	170,000
(iii) For Other Matters	-	1,369
(iv) Out Of Pocket Expenses	7,865	13,567
(l) Loss on Sale of Assets / Assets Discarded	437,458	171,585
(m) Travelling Expenses	5,756,738	4,307,372
(n) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note no 30)	1,387,182	-
(o) Miscellaneous Expenses	11,834,262	11,042,875
<b>Total</b>	<b>89,949,039</b>	<b>76,285,000</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 26. CAPITAL AND OTHER COMMITMENTS

Particulars	As at 31st March 2015 (₹)	As at 31st March 2014 (₹)
Estimated amount of contracts remaining to be executed on capital account and not provided for	255,598,766	660,594,099
Other contracts	300,000	Nil

### 27. CONTINGENT LIABILITIES

Nature of claim/Demands	As at 31st March 2015 (₹)	As at 31st March 2014 (₹)
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand of Electricity Charges under dispute	Nil	53,42,469
ii) Additional demand on account of revision in rates of Lease Rent	37,199,818	Nil
iii) Additional demand on account of Transfer fee/upfront rent for change in name	208,354,295	Nil
(b) Guarantee:		
(i)* Corporate Guarantee given in favour of Banker's, towards credit facilities granted to Kesar Multimodal Logistics Limited (Subsidiary Company) (KMLL) to set up a "Composite Logistics Hub" at Powarkheda in Madhya Pradesh.	1,081,100,000	1,081,100,000
(ii) Bank Guarantee given to Madhya Pradesh State Agricultural Marketing Board (Mandi Board) on behalf of KMLL to set up a "Composite Logistics Hub" at Powarkheda in Madhya Pradesh	70,000,000	70,000,000
<b>Total</b>	<b>1,396,654,113</b>	<b>1,156,442,469</b>

\* The total outstanding loans as at 31st March, 2015 is ₹ 790,764,933/- (Previous year ₹ 464,226,683/-) against Corporate Guarantee.

28. Pursuant to Scheme of Demerger, the Company has requested Kandla Port Trust (KPT) for transfer of leasehold land situated at Kandla in its name which is presently in the name of Kesar Enterprises Ltd. However, KPT has raised a demand of ₹ 208,354,295/- on account of such transfer/ upfront fee for change in the name. The Company has filed a writ petition in High Court of Ahmedabad, against the demand raised by the KPT. The Company is of the view that the demand raised is likely to be deleted or substantially reduced and hence no provision made. The Depreciation on Assets constructed at lease hold land of KPT has been charged as per the rates prescribed in Schedule II of the Companies Act 2013. However for certain portion of leasehold land, where the lease period has been expired, the same is pending for renewal, although the Company has filed an application for the renewal of the said lease. The Company is of the view that Lease shall be renewed on the outcome of the writ petition filed in High Court of Ahmedabad.



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## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 29. EMPLOYEE BENEFIT

#### Defined Benefit Plan (Gratuity Fund)

In accordance with Accounting Standard (AS 15) (Revised 2005), actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Present Value of obligations	19,872,701	18,266,400
Fair Value of plan assets	(18,801,080)	(18,973,712)
Net liability	1,071,621	(707,312)
Amount in balance sheet		
Liabilities	1,071,621	149,400
Assets	Nil	856,712

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Current service cost	1,268,029	1,298,042
Interest on obligation	1,461,312	1,350,398
Expected return on plan assets	(1,528,588)	(1,327,955)
Net actuarial losses (gains) recognized in year	2,726,934	758,283
Total included in employee benefit expense [including ₹ 117,428/- (Previous Year ₹ 61,050/-) capitalised as "pre-operative expenditure pending for capitalisation"]	3,927,687	2,078,768

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Opening defined benefit obligation	18,266,400	16,879,971
Service costs	1,282,770	1,298,042
Interest costs	1,449,360	1,350,398
Actuarial losses (gains)	2,678,585	686,290
Benefits paid	(3,804,414)	(1,948,301)
Closing defined benefit obligation	19,872,701	18,266,400

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

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Opening fair value of plan assets	18,973,712	15,992,069
Amount taken credit for last year not credited in funds	133,642	(510,954)
Expected return on plan assets	1,528,588	1,327,955
Actuarial gains / (losses)	(45,560)	(71,993)
Contributions by employer	2,015,112	4,184,936
Benefits paid	(3,804,414)	(1,948,301)
Closing fair value of plan assets	18,801,080	18,973,712

- (e) Principal actuarial assumptions at the balance sheet date (expressed as weighted average):

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015	For the year ended on 31st March 2014
Discount rate	8.00%	8.00%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	8.00%	8.00%
Attrition rate	1.00%	1.00%
Mortality Tables	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

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

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

# Annual Report 2014-2015

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(f) Amounts for the current and previous one year are as follows:

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
Defined benefit obligation	19,872,701	18,266,400
Plan assets	18,801,080	18,973,712
Surplus/ (deficit)	(1,071,621)	707,312

(g) Experience Adjustment:

Particulars	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
On plan Liability (Gains)/ Losses	2,681,374	686,290
On plan Assets Gains/ (Losses)	(45,560)	(71,993)

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 4,320,081 (Previous Year ₹ 1,465,042) and ₹ 130,219 (Previous Year ₹ 129,863) is recognised in Pre-operative expenditure pending capitalization.

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 4,972,280 (Previous Year ₹ 5,043,411) and ₹ 318,850 (Previous Year ₹ 576,421) is recognised in Pre-operative expenditure pending capitalization.

### 30. CSR EXPENDITURE

- Gross Amount required to be spent by the Company during the year - ₹ 2,673,228/-
- Amount spent during the year on :

Particulars	Amount (₹)
promoting preventive healthcare	771,030
promoting education & upliftment of women and children	616,152
<b>Total</b>	<b>1,387,182</b>

### 31. SEGMENT REPORTING

The Company is mainly engaged in Liquid Storage Business and its Subsidiary Company i.e. Kesar Multimodal Logistics Ltd., is yet to start its commercial operating activity of Composite Logistics Hub at Powarkheda near Itarsi, in Madhya Pradesh and hence, there is no other reportable business segment as required in accordance with AS 17.

### 32. RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18:

Names of related parties and nature of related party relationships:

Name of Related Parties

- Key Management Personnel and their relatives:

Key Management Personnel :

Mr. H R Kilachand

Executive Chairman

Mrs. M H Kilachand

Promoter Director

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

Relatives of Key Management Personnel :

Mr. Rohan H Kilachand                      Son of Executive Chairman  
 Ms. Rohita H Kilachand                      Daughter of Executive Chairman

- b) Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence

Kesar Enterprises Limited  
 Kesar Corporation Pvt. Ltd.  
 Indian Commercial Co. Pvt. Ltd.  
 Kilachand Devchand & Co. Pvt. Ltd.  
 Kilachand Devchand Commercial Pvt. Ltd.  
 India Carat Pvt Ltd.  
 Duracell Investments & Finance Pvt. Ltd.  
 Seel Investment Pvt. Ltd.

### DISCLOSURE OF TRANSACTIONS WITH RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCE AS ON 31ST MARCH, 2015:

Particulars	Kesar Enterprises Limited (₹)	H R Kilachand (₹)	M H Kilachand (₹)	Rohan H Kilachand (₹)	Indian Commercial Co. Pvt. Ltd (₹)
<b>(A) TRANSACTIONS</b>					
Sharing of Common Expenses	14,644,271 (14,000,724)				
Assets received	4,243,807 (3,560,102)				
Managerial Remuneration		7,189,934 (6,731,360)			
Director Fees/ Commission			350,000 (185,600)		
Salary paid				973,521 (Nil)	
Repayment of Security Deposit					1,200,000 (Nil)
<b>(B) BALANCE OUTSTANDING</b>					
Payable for Expenses Short term	Nil (300,000)				Nil (Nil)
Managerial Remuneration		3,500,000 (3,500,000)	200,000 (100,000)		
Security Deposit					Nil (1,200,000)
Investments	250,000 (250,000)				

(Figures in brackets represents previous year)

### 33. SUPPLEMENTARY STATUTORY INFORMATION:

Particulars	For the year ended on 31st March 2015 (₹)	For the year ended on 31st March 2014 (₹)
(a) Expenditure in foreign currency (Business Promotion Expenses)	345,398	2,275,075
(b) Earnings in foreign currency	Nil	Nil

# Annual Report 2014-2015

34. Based on the information available with the Company and its Subsidiary Company regarding the status of the suppliers as defined under the Micro Small and Medium Enterprise Development Act 2006 (the 'MSMED'), no suppliers are outstanding for more than 45 days as per the terms & conditions of the order.

## 35. EARNINGS PER SHARE (EPS):

Particulars	For the year ended on 31st March 2015	For the year ended on 31st March 2014
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹)	145,059,126	110,044,677
b) Weighted average number of Equity Shares Outstanding (Nos.)	5,253,113	5,253,113
Basic & Diluted EPS (₹)	27.61	20.95
Face Value per Share (₹)	10	10

36. The common corporate expenses incurred at Corporate Head Office at Mumbai for the year have been allocated as per the Sharing Agreement between Kesar Enterprises Ltd. and the Company. The amount allocated to the Company is ₹ 14,644,271 (Previous Year ₹ 14,000,724). Addition to fixed assets includes ₹ 4,243,807 (Previous Year ₹ 3,560,102) (net of depreciation), transferred from Kesar Enterprises Ltd.

## 37. ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III OF COMPANIES ACT, 2013:

Name of the entity in	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹
<b>Kesar Terminal &amp; Infrastructure Ltd</b>				
Subsidiary				
Indian	74.30%	417,550,000	-	-
Kesar Multimodal Logistics Ltd	(58.50%)	(257,550,000)		
Minority	0.04%	250,000	-	-
	(0.06%)	(250,000)		

38. The Company has aligned the useful life of its fixed assets in line with Part C of Schedule II of the Companies Act, 2013 ('the Act') w.e.f. April 1, 2014. In respect of the assets where the remaining useful life is 'Nil', their carrying amount after retaining the residual value as on April 1, 2014 aggregating to ₹ 1,443,645 (net of deferred tax of ₹ 743,364) has been adjusted against the opening balance of retained earnings as on that date.

39. The Company carries excess income tax provision amounting to ₹ 27,252,027 pending assessments.

40. Interest income amounting to ₹ 802,923 charged by the Holding Company to its subsidiary is not squared up in consolidation, since subsidiary is yet to commence commercial operation

41. The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification/ disclosure.

## For and on behalf of the Board of Directors

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI FRN NO.103523W

H R Kilchand  
Executive Chairman  
DIN 00294835

A S Ruia  
Director  
DIN 00296622

Atul Gala  
Partner  
Membership No. 048650

V J Doshi  
Chief Financial Officer

B A Shah  
Company Secretary

Place: Mumbai  
Date: 28th May, 2015

Place: Mumbai  
Date: 28th May, 2015

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1. Sr. No.	: 1
2. Name of the subsidiary	: Kesar Multimodal Logistics Ltd.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	: 31st March, 2015
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	: NA
5. Share capital	: ₹ 418,000,000/-
6. Reserves & surplus	: Nil
7. Total assets	: ₹ 1,384,516,997/-
8. Total Liabilities	: ₹ 966,516,997/-
9. Investments	: Nil
10. Turnover	: NA
11. Profit before taxation	: NA
12. Provision for taxation	: NA
13. Profit after taxation	: NA
14. Proposed Dividend	: NA
15. % of shareholding	: 99.94 %

Notes : The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations : **Kesar Multimodal Logistics Ltd.**

# Annual Report 2014-2015

2. Names of subsidiaries which have been liquidated or sold during the year : NIL

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited Balance Sheet Date	-	-	-
2. Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding %			
3. Description of how there is significant influence			
4. Reason why the associate/joint venture is not consolidated			
5. Networth attributable to Shareholding as per latest audited Balance Sheet			
6. Profit / Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

1. Names of associates or joint ventures which are yet to commence operations. - NA

2. Names of associates or joint ventures which have been liquidated or sold during the year. - NA

Note : This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**For and on behalf of the Board of Directors**

**H R Kilachand**  
Executive Chairman  
DIN 00294835

**A S Ruia**  
Director  
DIN 00296622

**V J Doshi**  
Chief Financial Officer

**B A Shah**  
Company Secretary

Place: Mumbai

Date: 28th May, 2015

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

Dear Shareholder,

**Sub: "GO GREEN" initiative of the Ministry of Corporate Affairs ("MCA"), Government of India**

The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies if services of documents have been made through electronic mode. The companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. The Company thus proposes to send all documents to the Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form in lieu of the physical form.

**Shareholders holding shares in Physical form are requested to furnish your email id** for the purpose of serving of documents by the Company in the electronic mode **in the form attached on the next page at the address of our (RTA) M/s SHAREX DYNAMIC (INDIA) PVT LTD. Unit-1, Luthra Ind Premises, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai 400072.**

**Shareholders holding shares of the Company in electronic form** and do not have any email id registered in your Demat Account with the Depository. You are requested to furnish your email id in **your Demat Account with your Depository-Participant (DP)** for the purpose of serving of documents by the Company in the electronic mode.

**Shareholders holding shares of the Company in electronic form** and have registered your email-id, in the records of the Depositories viz NSDL/CDSL and which has been made available to us as per the records maintained at the depository. **Please inform any changes in your email-id to your depository participant (DP) only**, for the purpose of serving of documents by the Company in the electronic mode.

As a member of the company, In case you desire to receive documents stated above in physical form, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you, at any time. Please write to us, quoting your Registered Folio Number at Registered Office of the Company or email to [bhauteshshah@kesarindia.com](mailto:bhauteshshah@kesarindia.com) or to our Registrar & Share Transfer Agents M/s Sharex Dynamic (India) Pvt. Ltd.

The Annual Report of the Company would also be made available on the Company's website at [www.kesarinfra.com](http://www.kesarinfra.com).

In case you desire to receive the documents stated above in physical form

**We are sure that you will welcome the "Green Initiative" taken by the MCA and your company's desire to participate in the same.**

We look forward to your support in this initiative.



# Annual Report 2014-2015

To,

Sharex Dynamic (India) Pvt. Ltd.,  
Unit No. 1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (East),  
Mumbai – 400072

**Unit : Kesar Terminals & Infrastructure Limited**  
**CIN: L45203MH2008PLC178061**

Dear Sir,

**Sub: “GO GREEN” initiative of the Ministry of Corporate Affairs (“MCA”), Government of India**

We are happy to note that our Company has taken up the captioned initiative. We give below our email-id, for the purpose of serving of documents like General Meeting Notices (including AGM), Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. by the Company in electronic mode.

**Name of the Shareholder(s)** :  
**Folio-No.** :  
**Email id(s)** :

Thanking you,

Yours faithfully.

**Signature(s) of the Shareholders.**

Dated :

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

CIN: L45203MH2008PLC178061

Registered Office : Oriental House, 7, Jamsheedji Tata Road, Churchgate, Mumbai – 400 020

E-mail: headoffice@kesarinfra.com, Tel: 022-22851737, Fax: 022-22876162

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### 7th ANNUAL GENERAL MEETING ON SEPTEMBER 23, 2015

Name of Member(s)		E-mail Id:	
Registered Address		Folio No. / *Client Id *DP Id	

I / We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- (1) Name: \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ or failing him
- (2) Name: \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ or failing him
- (3) Name: \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ or failing him

as my /our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 7th Annual General Meeting of the Company, to be held on Wednesday, September 23, 2015 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolutions:

1.	Consider and adopt Audited Balance sheet as at 31st March 2015 and Statement of Profit & Loss for the period ended on the date together with the Reports of the Board of Director and Auditor thereon.
2.	Declaration of dividend on Equity Shares
3.	Re-appointment of Shri J K Devgupta who retires by rotation
4.	Appointment of Statutory Auditors and fixing their remuneration
5.	Approve and ratify the transaction under Section 188 of the Companies Act, 2013

Signed this \_\_\_\_\_ day of \_\_\_\_\_ September, 2015

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix 15  
paise  
Revenue  
Stamp

#### NOTE:

- (1) **The proxy in order to be effective should be duly filled up, stamped, signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



# **KESAR TERMINALS & INFRASTRUCTURE LIMITED**

CIN: L45203MH2008PLC178061

Registered Office : Oriental House, 7, Janshedji Tata Road, Churchgate, Mumbai – 400 020

E-mail: headoffice@kesarinfra.com, Tel: 022-22851737, Fax: 022-22876162

## **ATTENDANCE SLIP**

**Please fill and hand it over at the entrance of the Meeting Hall**

I hereby record my presence at the 7th Annual General Meeting of the Company, to be held on Wednesday, 23rd September, 2015 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001

Client ID *		DP ID No. *
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Folio No.		No. of Shares
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## **ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	150813009
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Note: Please read the instructions printed in Note No. (L) to the Notice of 7th Annual General Meeting dated August 6, 2015. The Voting period starts from 9.00 a.m. on Sunday, September 20, 2015 and ends at 5.00 p.m. on Tuesday, September 22, 2015. The voting module shall be disabled by CDSL for voting thereafter.

Name and Address of the Member:

Signature of Member or Proxy or Representative

\* Applicable for investors holding shares in electronic form.



*If undelivered please return to:*

**KESAR TERMINALS & INFRASTRUCTURE LIMITED**

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate, Mumbai 400 020.