



12th Annual Report
2019-20

KESAR TERMINALS & INFRASTRUCTURE LIMITED

KESAR TERMINALS & INFRASTRUCTURE LIMITED

MISSION

“To provide world class services in **warehousing and other storage facilities** for domestic and exim **Bulk liquid and dry bulk cargo** of all kinds, on a pan India basis, upholding our core principle of **Trust and Excellence.**”

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KESAR TERMINALS & INFRASTRUCTURE LIMITED

(Incorporated under the Companies Act, 1956)

CIN: L45203MH2008PLC178061

COMPANY INFORMATION

BOARD OF DIRECTORS

EXECUTIVE CHAIRMAN

SHRI H R KILACHAND

INDEPENDENT DIRECTORS

SHRI A S RUIA

SHRI J N GODBOLE

SHRI R S LOONA

MRS NILIMA MANSUKHANI

NON-EXECUTIVE DIRECTOR

SHRI J K DEVGUPTA

CHIEF FINANCIAL OFFICER

SHRI V J DOSHI

CHIEF EXECUTIVE OFFICER

SHRI NAVLESH KUMAR

COMPANY SECRETARY

MRS SARIKA SINGH

BANKER

STATE BANK OF INDIA

AUDITORS

M/S. CHANDABHOY & JASSOOBHOY
CHARTERED ACCOUNTANTS.

TERMINALS

KANDLA (GUJARAT)

REGISTERED OFFICE

ORIENTAL HOUSE, 7, JAMSHEDJI TATA ROAD, CHURCHGATE,
MUMBAI - 400 020.

REGISTRAR & TRANSFER AGENT

M/S. SHAREX DYNAMIC (INDIA) PVT. LTD
C-101, 247 PARK, LBS
MARG, VIKHROLI WEST, MUMBAI-400083.

AUDIT COMMITTEE MEMBERS

SHRI A S RUIA (CHAIRMAN-INDEPENDENT DIRECTOR)

SHRI J N GODBOLE (MEMBER - INDEPENDENT DIRECTOR)

SHRI R S LOONA (MEMBER - INDEPENDENT DIRECTOR)

SHRI H R KILACHAND (MEMBER -EXECUTIVE CHAIRMAN)

SHRI NILIMA MANSUKHANI (MEMBER-INDEPENDENT DIRECTOR)

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NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

I. SALARY:

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

OR

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

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

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

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

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

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

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

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

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

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

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

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

I. SALARY:

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

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

OR

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

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board of Directors

Registered Office:

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

Place: Mumbai

Date: 30.07.2020

Sarika Singh
Company Secretary
ACS:24186

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NOTES:

- a) **In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or Other Audio Visual Means('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, 9th September, 2020 at 3.30 p.m. (IST). The deemed venue for the 12th AGM will be Registered Office of the Company at Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai- 400 020.**
- b) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
- c) In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 12th AGM has been uploaded on the website of the Company at www.kesarinfra.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of Link Intime India Pvt. Ltd. (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM) i.e. <https://instavote.linkintime.co.in>.
- d) The register of members and the Share Transfer Books of the Company shall remain closed from **Wednesday, 2nd September 2020 to Wednesday, 9th September 2020** (both days inclusive) for the purpose of AGM.
- e) Any person, whose name appears in the Register of Member/ list of Beneficial Owners as on Cut-off date provided herein below, shall be entitled to vote by way of voting through remote e-voting or e-voting system at AGM on the items/ Resolutions set forth in this Notice. Process for e-voting is provided herein below. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

The members, who have cast their vote(s) by remote e-voting, may also attend the AGM but shall not be entitled to cast their vote again during the AGM.
- f) The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- g) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date may obtain the login ID and password by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.
- h) Members who have not encashed their dividend warrants for the year ended 31st March, 2013 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.
- i) Amounts of dividend remaining unclaimed/ unpaid for a period of seven years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended 31st March, 2012, has already been transferred to the said Fund.
- j) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to headoffice@kesarinfra.com at least seven days before the date of the meeting. The same will be suitably replied to by the Company.
- k) Ms. Ragini Chokshi, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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- l)** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- m)** The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.kesarinfra.com and on the website of Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- n)** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s. Sharex Dynamic (India) Pvt. Ltd., the Company's Registrar and Transfer Agents in case the shares are held by them in physical form.
- o)** The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 7 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment and for fixation/revisions of terms of remuneration at this AGM are also annexed.
- p)** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM).
- q)** Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for limited time each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- r)** Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, 2013 will be available electronically for inspection by the Members during the AGM.

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

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

The remote e-voting period will begin on **Sunday, 6th September, 2020** at 9:00 a.m. and end on **Tuesday, 8th September, 2020** at 5:00 pm. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Wednesday, 2nd September 2020** may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Pvt. Ltd. (LIPL) for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the AGM.

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

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

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

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

- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Enter your User ID
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
 - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

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

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**Kesar Terminals & Infrastructure Limited/ Event number 200130**’.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

If you have forgotten the password:

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

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- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

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

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

- Select the "**Company**" and '**Event Date**' and register with your following details: -
- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

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

1. Shareholders who would like to speak during the meeting must register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at headoffice@kesarinfra.com from September 2, 2020 to September 5, 2020 . Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM through InstaMEET

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

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

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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ANNEXURE TO THE NOTICE

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

ITEM NO. 4

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

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

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

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

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

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

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

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

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

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

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

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

ITEM NO.5

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

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

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

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

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

ITEM NO.6

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

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

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

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

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

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

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

ITEM NO.7

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

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

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

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

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

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

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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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

I. General Information:

1) **Nature of industry:** Service

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

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

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

Not Applicable

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

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

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

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

II. Information about Appointee:

1) **Background details:**

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

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

(₹ In Lakhs)

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

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

3) **Recognition or awards:** NIL

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

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

5) **Remuneration proposed:**

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

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

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

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

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

III. Other information:

1) Reasons of loss or inadequate profits:

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

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

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

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

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

IV. Disclosures:

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

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

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

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

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

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

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

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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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

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

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

By Order of the Board of Directors

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

Sarika Singh
Company Secretary
ACS:24186

KESAR TERMINALS & INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present to you the 12th Annual Report and the Audited Statement of Accounts of the Company for the year ended 31st March, 2020.

STANDALONE FINANCIAL RESULTS

Particular	(₹ in Lakhs)	
	2019-20	2018-19
Total Revenue	4,111.49	4049.04
Profit before interest, depreciation & taxation	2,606.81	2,184.31
Less: Interest and Finance Charges	684.17	114.68
Profit before Depreciation & taxation	1,922.64	2,069.63
Less: Depreciation	345.43	163.42
Profit before tax	1,577.21	1,906.21
Less: Provision for Taxation		
(i) Income Tax – Current #	134.21	237.88
(ii) Income Tax – Deferred	29.66	(178.74)
Profit after tax	1,413.34	1,847.07
Other Comprehensive Income	(6.28)	0.30
Profit including Other Comprehensive Income	1,407.06	1,847.37

Net of prior period tax provision written back ₹ 190.79 lakhs (Last year ₹ 185.12 lakhs)

For the year 2019-20 profit before interest depreciation & taxation is 2,606.81 lakhs as against 2,184.31 lakhs in the previous year.

For the year 2019-20, there is a profit after tax of ₹ 1,407.06 lakhs as against ₹ 1,847.37 lakhs in the previous year.

IMPACT OF THE COVID-19 PANDEMIC ON THE BUSINESS OF THE COMPANY:

The Terminals at Kandla continued to operate during the lockdown period with minimum staff except 2/3 days stoppage initially on loading due to curfew. Registered Office, Mumbai has adopted work from home policy during the lockdown period. All safety protocols related to Covid-19 as advised by the government are being implemented like thermal scanning/ Sanitization/ PPE/ Social Distancing at the work place. Collections from Debtors have fallen significantly during the lockdown period leading to significant increase in debtors/ receivables. Debtors which are normally in the range of ₹ 425 lakhs have increased to ₹ 650 lakhs. Hence the liquidity position to that extent is affected. There is no material impact on profitability of the Company due to Covid-19 for the Financial Year 2019-20.

INTERIM DIVIDEND

The Board of Directors of the Company at its meeting held on 12th March, 2020 had declared an Interim Dividend of ₹ 1.25 per share of the Face Value of ₹ 5/- each on 1,09,26,475 Equity Shares (i.e. 25%). Total outgo on the Interim Dividend was ₹ 1,64,65,563 (including Dividend Tax of ₹ 28,07,469).

The Board of Directors recommends the above-referred interim dividend as final dividend for the year ended 31st March, 2020 for consideration of the shareholders at the ensuing annual general meeting.

TRANSFER TO RESERVE

The Board of Directors have decided to transfer ₹ 10 Cores of profits for Financial Year 2019-20 to the General Reserve of the Company.

WORKING FOR THE CURRENT YEAR 2019-20

During the year under review, your Company achieved a turnover of ₹ 3,747.81 lakhs, as against ₹ 3,700.77 lakhs in the previous year. There is no change in the nature of the Business of the Company.

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SUBSEQUENT FINANCIAL YEAR 2020-21

The Company has managed to achieve 1.5% higher revenue during 2019-2020 compared to last year in spite of fierce price competition and addition of new storage Terminals at Kandla. It is expected that the Company would strive to achieve better revenues during the coming year, however, the development of better infrastructure and reduced demurrages at nearby Ports like Mundra / Hazira may affect the business of the Company. Further, the uncertainty in respect of lease rentals payable to Kandla Port is likely to continue to affect the bottom line.

EXPANSION PLANS

The Company has plans to develop liquid storage tanks on the east coast of India. However, presently the import of chemicals is very low at Kakinada and all the existing terminals are basically dependent on Nyara Energy & Reliance for storage of Petroleum products. We are keeping a close watch on the developments at the east coast particularly at Kakinada and would like to kick off the development at the opportune time. At Pipavav, at present the viability of a new liquid terminal is not there and therefore we are contemplating to go for warehousing for storage of dry cargo or paid parking etc.

WHOLLY-OWNED SUBSIDIARY COMPANY

The Company has a wholly owned subsidiary -Kesar Multimodal Logistics Ltd. (KMLL). There has been no material change in the nature of the business of the subsidiaries. The Annual Accounts of the Subsidiary Company, is also available at the website of the Company <https://www.kesarinfra.com/annual-reports>.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1) (c) of the Listing Regulations.

The Policy, as approved by the Board, is uploaded on the Company's website at <https://www.kesarinfra.com/policies>.

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture company. A report on the financial position of the subsidiary Company as per the Companies Act, 2013 ('the Act') is provided in Form AOC-1 attached to the financial statements.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

Composite Logistics Hub Project of the Wholly-Owned Subsidiary Company

During the year the rake movement was badly affected due to floods in this area just before harvesting of the kharif crop. It actually reduced the yield & quality of Soyabean & Maize up to 50 % which affected the running of DOC factories at Itarsi and the outward movement of rakes. Similarly due to poor quality of maize, the end buyers didn't purchase the required quantities from this area which also affected the rake movements. Lastly the wheat Cargo movement got affected due to very low OMSS sale by FCI as the floor price was kept high and traders were not getting that price from their end buyers. The Pandemic situation during March'20 due to Covid-19 further aggravated the rake & road transport movements. The above factors affected the rake movements heavily and therefore only 69 rakes could be achieved during the year. The inward container movements also reduced during the year due to low demand of jute bags by MP Civil Supplies from West Bengal. However, increase in the rake movements during 2020-21 is expected due to FCI rakes. KMLL is also liaising with various cement / fertilizer companies for inward movement of their rakes at it's site.

The cold storage business also got hugely affected during March'20 due to non-movement of transports etc. However, it resulted in to more storage of apple, grapes & egg as the retail sales took a hit in the area. The EXIM business preparation is now in the final stage as KMLL has tied up with DLI- Gurgaon as Container Train Operator.

KMLL has incurred substantial losses during the financial years ended 31.03.2019 & 31.03.2020. Originally, the Project was conceived with Term Loans from 3 Banks and the Promoters contribution (the Company). Further, the scope of the project increased due to the 2 way rail connectivity and certain changes prescribed by the Railways which included more safety features, which resulted in the increase in the cost of the project from about ₹ 14,867 lakhs to about ₹ 21,992 lakhs. The revised means of financing envisaged additional contribution from the Promoter of about ₹ 2,591 lakhs and additional debt of around ₹ 4,534 lakhs. Two of the 3 Banks reappraised the project and sanctioned their share of additional loans of ₹ 3,390 lakhs. However one Bank did not sanction its share of ₹ 1,144 lakhs. Consequently, the two Banks did not disburse even their share of the sanctioned term loan of ₹ 3,390 lakhs, which is not in accordance with the RBI Guidelines on Consortium lending, as a result of which KMLL had to complete the requisite work with the

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additional funds inducted by the Company. Thus, slow pick up of the business and funding gap created by non sanction of the additional term loans by one Bank, resulted in a shortage of funds. There was overdue of interest and principal amounts towards the Banks of KMLL. Consequently, KMLL had requested its Banks to restructure the Term Loans. In the Consortium meeting held on 20.11.2017, the Banks had invoked Strategic Debt Restructuring (SDR) wherein a part of the Term Loans were to be converted into equity share capital so that the Banks hold 51% of KMLL's shares post conversion. Later, in the Consortium meeting held on 17.01.2018, the Banks had confirmed that the SDR had been approved by the respective competent authorities of the majority of the Banks. However, Reserve Bank of India (RBI) vide its circular dated 12.02.2018 withdrew the SDR Scheme with immediate effect and accordingly the account of KMLL had been classified as Non-Performing Asset [NPA], thereafter Dena Bank has recalled the loans from KMLL and invoked the Corporate Guarantee given by the Company, which has been contested by the Company.

KMLL had filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India against the applicability of the said RBI circular and the Hon'ble Supreme Court of India has, on 02.04.2019, quashed the impugned Circular dated 12.02.2018 issued by RBI being ultravires section 35AA of the Banking Regulation Act as such all the actions taken under the said circular, including actions by which the Insolvency Code has been triggered must fall along with the said Circular.

Dena Bank had filed against KMLL and the Company separate petitions under the Insolvency and Bankruptcy Code, (IBC) 2016 in National Company Law Tribunal (NCLT) Mumbai on 30.10.2018. Out of that, the petition filed against the Company was dismissed by NCLT on 29.07.2019 in view of the judgement passed by the Hon'ble Supreme Court vide Order dated 02.04.2019 in Dharani Sugars and Chemicals Ltd. vs. Union of India and others along with which Special Leave Petition of KMLL vs. RBI and others was tagged and disposed off. Similarly, NCLT also dismissed the petition filed against KMLL on 02.12.2019 on the basis of the above referred order.

Further, on 30.04.2019, KMLL has filed a Writ Petition in the Hon'ble High Court of Bombay praying for reinstatement of the SDR, the outcome of which is awaited.

Highway Roadlines Pvt. Ltd operational creditor of KMLL had filed petition under IBC code 2016, before the NCLT, Mumbai. KMLL is in the process of settling with party.

The Management expects a significant improvement in revenues and business of KMLL in the near future. The Company continues to extend its continuous financial support to KMLL.

SHARE CAPITAL

The Authorised Share Capital of the Company is ₹ 15,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 5/- each aggregating to ₹ 12,50,00,000 and 25,00,000 Redeemable Preference Shares of ₹ 10/- each aggregating to ₹ 2,50,00,000. The Paid up Share Capital of the Company is 1,09,26,475 Equity Shares of ₹ 5/- each aggregating to ₹ 5,46,32,375.

BOARD AND AUDIT COMMITTEE MEETINGS

During the year under review 5 Board Meetings and 5 Audit Committee Meetings were 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.

As on 31st March, 2020, Audit Committee of the Board of Directors comprised of five members, including four Independent Directors.

During the year under review, there were no instances where recommendations of the Audit Committee were not accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) in preparation of the annual accounts for the financial year ended on 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) 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 profit for that period;
- (iii) 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;

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- (iv) the Directors have prepared the annual accounts for the financial year ended on 31st March, 2020 on a going concern basis; and
- (v) the Directors have laid down proper internal financial controls in place and that such internal financial controls are adequate and are operating effectively; and
- (vi) 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.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Directors

Shri J K Devgupta reappointed as Non Executive Director of the Company at the 11th Annual General meeting held on 19th September, 2019. In accordance with the provisions of Section 152 of the Companies Act, 2013, Shri J K Devgupta, Non Executive Director retires by rotation as Director at the ensuing AGM and being eligible, offers himself for re-appointment. As per the SEBI (LODR) Regulations 2015, a brief profile of Shri J K Devgupta retiring by rotation forms part of the Notice of the 12th AGM. The Board recommends his re-appointment.

Shri A S Ruia, Shri J N Godbole and Shri R S Loona, were reappointed as Independent Directors at the 11th Annual General Meeting held on 19th September, 2019 for a second term of five years and accordingly they will hold office up to the conclusion of 16th Annual General Meeting of the Company. The Board is of the view that all the Independent director have necessary integrity, expertise and experience.

The Board has on the recommendations of the Nomination and Remuneration Committee and subject to approval of members at the ensuing Annual General Meeting, approved the following:

- Additional Remuneration to Shri H R Kilachand for the Financial Year 2019-20.
- Increase in overall Managerial Remuneration limit under section 197(1) of Companies Act, 2013.
- Increase in the remuneration payable to Shri H R Kilachand for the remaining term of his appointment w.e.f. 01.04.2020 till 19.12.2020.
- Reappointment of Shri H R Kilachand as a Whole-Time Director designated as 'Executive Chairman' for further term of 3 years w.e.f. 20.12.2020 upto 19.12.2023.

Brief profile of the Shri H R Kilachand form part of the explanatory statement annexed to the Notice of the 12th AGM and respective resolutions are recommended for your approval.

Declarations by Independent Directors

All Independent Directors have given their declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 as well as clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

Performance Evaluation:

The Nomination and Remuneration Committee of the Board of Directors of the Company have laid down criteria for performance evaluation of the Board of Directors including Independent Directors. Pursuant to the requirement of the Companies Act, 2013, the SEBI Listing Regulations and considering criteria specified in the SEBI Guidance Note on Board Evaluation, the Board has carried out the annual performance evaluation of the entire Board, Committee and all the Directors based on the parameters as detailed in the Report on Corporate Governance forming part of this Annual Report. The parameters of performance evaluation were circulated to the Directors in the form of questionnaire.

The performance evaluation of the non-independent Directors viz., the Executive Chairman, Non Executive Director and the Board as a whole was carried out by the Independent Directors at their separate meeting held on 13th February, 2020.

Key Managerial Personnel

In accordance with the provisions of Section 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri Vipul Doshi, Chief Financial Officer, Shri Navlesh Kumar, Chief Executive Officer and Mrs. Sarika Singh, Company Secretary & Compliance Officer are the Key Managerial Personnel ('KMP') of your Company.

Nomination and Remuneration Policy

The Board has framed a Policy for selection and appointment of Directors, Senior Management and their remuneration. The salient features of the Policy and changes therein are set out in the Corporate Governance Report which forms

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part of this Annual Report. The details of the Nomination & Remuneration Policy are available on the website: www.kesarinfra.com/policies.

Familiarisation Programme

Pursuant to the provisions of Regulation 25 of the SEBI (LODR) Regulations 2015, the Company has formulated a program for familiarizing 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 are available at the Company's website: <https://www.kesarinfra.com/policies>.

RELATED PARTY TRANSACTIONS

Company has formulated a policy on related party transactions which was revised in line with the amendments to the Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website: www.kesarinfra.com/policies.

All Related Party Transactions are placed before the Audit Committee/ Board, as applicable, for their approval. Omnibus approvals are taken for the transactions which are repetitive in nature. A quarterly statement of all Related Party Transactions is placed before the Audit Committee for review at every meeting, specifying the nature, value and terms and conditions of the transactions.

Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no related party transactions that are required to be reported under Section 188(1) of the Act, as prescribed in Form AOC-2.

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

Pursuant to the provision of Section 92 of the Companies Act, 2013, an extract of the Annual Return is annexed as Annexure 'A' to this report. The same is also available on Company's website: <https://www.kesarinfra.com/annual-reports>

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.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

The internal financial control system of the Company is supplemented with internal audits, regular reviews by the management and checks by external auditors. The Audit Committee monitors this system and ensures adequacy of the same. The Statutory Auditors of the Company also provides their opinion on the internal financial control framework of the Company.

RISK MANAGEMENT

The Board of Directors of the Company has constituted a Risk Management Committee to monitor and review the risk management plan including functions related to cyber security, assess the risks and measures to mitigate the risks.

MAINTENANCE OF COST RECORDS

The maintenance of cost records, for the services rendered by the Company, is not required pursuant to Section 148 (1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014.

MANAGEMENT DISCUSSION & ANALYSIS REPORT AND CORPORATE GOVERNANCE REPORT

The Management Discussion & Analysis Report is annexed and forms part of this Annual Report. Pursuant to Regulation 34(3) of the Listing Regulations, Corporate Governance Report containing the details as required under Schedule (V) (C) of the said Regulations along with a certificate from the Secretarial Auditors of the Company confirming the compliance of the conditions of corporate governance by the Company as required under Schedule (V) (E) of the said Regulations is annexed hereto and forms an integral part of this Report.

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CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

In terms of the Listing Regulations, the certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from Shri Navlesh Kumar, Chief Executive Officer and Shri V J Doshi, Chief Financial Officer, for the financial year 2019-20 with regard to the financial statements and other matters. The said certificate forms part of the report on Corporate Governance.

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 designated 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.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. 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.

The Company has not received any complaint of sexual harassment during the financial year 2019-20.

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 ₹ 30,39,210/- (Previous Year ₹ 13,91,033/-).

INSURANCE

The Company has taken adequate insurance for all its properties.

DEPOSITS

As per the Companies Act, 2013, the Company has not taken deposits in terms of Section 73 of the Act.

AUDITORS

Statutory Auditors and Statutory Audit Report

Pursuant to Section 139 and other applicable provision of the Companies Act, 2013 the members at the 11th Annual General Meeting held on 19th September, 2019 appointed M/s. Chandabhoy & Jassoobhoy, Chartered Accountants as Statutory Auditor of the Company to hold office for a term of 5 years i.e. from the conclusion of 11th AGM till the conclusion of 16th AGM (to be held during calendar year 2024).

No frauds have been reported by the Statutory Auditors during the financial year 2019-20 pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

The reports of the Statutory Auditors on Standalone and Consolidated Ind AS Financial Statements forms part of this Annual Report. The Auditors' Report does not contain any qualification, reservation and adverse remark.

Internal Auditors

The Company has an adequate Internal Control System. All transactions are properly authorized, recorded and reported to the Management.

The Company had appointed M/s. Ashok Jayesh & Co., Chartered Accountants as its Internal Auditors in accordance with the provisions of Section 138(1) of the Companies Act, 2013 for the Financial Year 2019-20. The Audit Committee reviews the observations made by the Internal Auditors in their Report on half yearly basis.

Secretarial Auditor & Secretarial Audit Report

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., Practicing

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Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2019-20. There are no qualifications, reservations, adverse remarks or disclaimers made by Secretarial Auditors, in their Audit Report.

The Secretarial Audit Report for the financial year ended 31st March, 2020 is set out in Annexure 'B' to this Report.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards i.e. SS-1 relating to Meetings of the Board of Directors and SS-2 relating to General Meetings, respectively.

DELISTING WITH NATIONAL STOCK EXCHANGE OF INDIA (NSE)

The Board of Directors had approved the proposal for the Delisting of the Equity shares of the Company from the National Stock Exchange of the India (NSE) on 08.11.2019 without giving exit opportunity to the existing shareholders of the Company. The NSE approval for delisting was received on 16.12.2019. The shares of the Company delisted w.e.f. 07.01.2020 from NSE. The Company's Equity shares continued to remain listed with the BSE limited (BSE) only.

WHISTLE BLOWER/VIGIL MECHANISM POLICY

The Whistle Blower Policy of the Company, adopted by the Board, provides mechanism to its directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. The Whistle Blower Policy of the Company can be accessed at the website: <https://www.kesarinfra.com/policies>.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, 'Corporate Social Responsibility Policy' as approved by the Board is uploaded on the website: <https://www.kesarinfra.com/policies>.

The composition and functions of the CSR Committee has been detailed in the Corporate Governance Report. The Company has undertaken CSR activities in accordance with Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith as Annexure 'C'.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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- "D" 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.

ACKNOWLEDGEMENT

Your Directors wish to place on record their grateful appreciation for the assistance and co-operation extended by the Banks, Financial Institutions, Customers and the wholehearted support extended by the shareholders and Employees of the Company during the year.

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN: 00294835

Place: Mumbai
Date:30.07.2020

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Annexure 'A'

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2020

[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]

A. REGISTRATION AND OTHER DETAILS:

CIN:-	L45203MH2008PLC178061
Registration Date:	21.01.2008
Name of the Company:	Kesar Terminals & Infrastructure Limited
Category / Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered office and contact details:	Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai - 400 020. Phone: 022 22042396 email: headoffice@kesarindia.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	SHAREX DYANAMIC (INDIA) PVT. LTD C-101, 247 PARK, LBS MARG, VIKHROLI WEST MUMBAI-400083. Phone: 022 28515606, email: sharexindia@vsnl.com

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Storage & Handling Services of Liquid Chemicals	52109	100%

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held
a.	Kesar Multimodal Logistics Limited Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai - 400 020.	U74120MH2011PLC222597	Subsidiary Company	100%

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN		0				0			0
		0				0			0
(a). Individual	1787133	33236	1820369	16.660	1807206	13163	1820369	16.660	0
(b). Central Govt.		0				0			0
(c). State Govt(s).		0				0			0
(d). Bodies Corp.	4727245	0	4727245	43.264	4727245	0	4727245	43.264	0
(e). FIINS / BANKS.		0				0			0
(f). Any Other		0				0			0
Sub-total (A) (1):-	6514378	33236	6547614	59.924	6534451	13163	6547614	59.924	0

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Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2). FOREIGN									
(a). Individual NRI / For Ind		0				0			0
(b). Other Individual		0				0			0
(c). Bodies Corporates		0				0			0
(d). Banks / FI		0				0			0
(e). Qualified Foreign Investor		0				0			0
(f). Any Other Specify		0				0			0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	6514378	33236	6547614	59.924	6534451	13163	6547614	59.924	0
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	145	145	0.001	0	145	145	0.001	0.000
(b). Banks / FI	573	1008	1581	0.014	573	938	1511	0.014	0.000
(c). Central Govt.	82515	0	82515	0.755	89033	0	89033	0.815	0.060
(d). State Govt.		0				0			0.000
(e). Venture Capital Funds		0				0			0.000
(f). Insurance Companies	527196	0	527196	4.825	527196	0	527196	4.825	0.000
(g). FIs	35000	0	35000	0.320		0			-0.320
(h). Foreign Venture Capital Funds		0				0			0.000
(i). Others (specify)		0				0			0.000
Sub-total (B)(1):-	645284	1153	646437	5.915	616802	1083	617885	5.655	-0.26
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	624230	1294	625524	5.725	556199	1294	557493	5.102	-0.623
(ii). Overseas		0				0			0.000
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	2383032	203013	2586045	23.668	2486405	187492	2673897	24.472	0.804

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Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	305397	0	305397	2.795	424014	0	424014	3.881	1.086
(c). Other (specify)									
Non Resident Indians	138424	0	138424	1.267	73326	0	73326	0.671	-0.596
Overseas Corporate Bodies		0				0			0
Foreign Nationals		0				0			0
Clearing Members	77034	0	77034	0.705	32246	0	32246	0.295	-0.41
Trusts		0				0			0
Foreign Boodies - D R		0				0			0
Sub-total (B)(2):-	3528117	204307	3732424	34.16	3572190	188786	3760976	34.421	0.261
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4173401	205460	4378861	40.075	4188992	189869	4378861	40.076	0.001
C. Shares held by Custodian for GDRs & ADRs		0				0			0.000
Grand Total (A+B+C)	10687779	238696	10926475	100.00	10723443	203032	10926475	100.00	0.00

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(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			ShareHolding at the end of the Year			% changes 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	3014439	27.5884	0.0000	3014439	27.5884	0.0000	0.0000
2	KESAR ENTERPRISES LTD.	1040000	9.5182	0.0000	1040000	9.5182	0.0000	0.0000
3	VINAYAK VASUDEO SAHASRABUDHE	640348	5.8605	0.0000	640348	5.8605	0.0000	0.0000
4	HARSH RAJNIKANT KILACHAND	498738	4.5645	0.0000	498738	4.5645	0.0000	0.0000
5	INDIAN COMMERCIAL CO PVT LTD	338174	3.0950	0.0000	338174	3.0950	0.0000	0.0000
6	SEEL INVESTMENT PVT LTD	319852	2.9273	0.0000	319852	2.9273	0.0000	0.0000
7	ROHAN HARSH KILACHAND	305241	2.7936	0.0000	305241	2.7936	0.0000	0.0000
8	ROHITA HARSH KILACHAND	303409	2.7768	0.0000	303409	2.7768	0.0000	0.0000
9	HARSH RAJNIKANT KILACHAND HUF	39929	0.3654	0.0000	39929	0.3654	0.0000	0.0000
10	RAJNIKANT A KILACHAND HUF	20073	0.1837	0.0000	20073	0.1837	0.0000	0.0000
11	INDIA CARAT PVT LTD	14780	0.1353	0.0000	14780	0.1353	0.0000	0.0000
12	SHREEMATI AMBALAL KILACHAND	12631	0.1156	0.0000	12631	0.1156	0.0000	0.0000
13	AMRISH RAJNIKANT KILACHAND*	43	0	0	0	0	0	0
14	RAMILA RAJNIKANT KILACHAND*	14	0	0	0	0	0	0
15	MADHAVI HARSH KILACHAND**	0	0	0	0	0	0	0

Note: *Shares had been transferred to IEPF a/c.

** Inter se transfer of shares among promoter group from Madhavi Kilachand to Vinayak VasudeoSahasrabudhe Harsh Family Trust.

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iii. Change in Promoter's Shareholding (Please specify, if there is no change)

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			% of total Shares of the company
		No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.of shares	
NO CHANGE								

iv. Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

Sr. No	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
1	THE ORIENTAL INSURANCE COMPANY LIMITED	459488	4.205	01-04-2019				
	Closing Balance			31-03-2020		No Change	459488	4.205
2	MENTOR CAPITAL LIMITED	362769	3.32	01-04-2019				
				10-01-2020	-50000	Sold	312769	2.862
				14-02-2020	-100000	Sold	212769	1.947
	Closing Balance			31-03-2020			212769	1.947
3	AUTHUM INVESTMENT AND INFRASTRUCTUR	0	0	01-04-2019				
				10-01-2020	50000	Buy	50000	0.458
				14-02-2020	100000	Buy	150000	1.373
	Closing Balance			31-03-2020			150000	1.373
4	RAJU BHANDARI	93229	0.853	01-04-2019				
				05-04-2019	1761	Buy	94990	0.869
				12-04-2019	-600	Sold	94390	0.864
				19-04-2019	-588	Sold	93802	0.858
				26-04-2019	-352	Sold	93450	0.855
				10-05-2019	-233	Sold	93217	0.853
				24-05-2019	-2201	Sold	91016	0.833
				31-05-2019	-1493	Sold	89523	0.819
				29-06-2019	440	Buy	89963	0.823
				05-07-2019	1460	Buy	91423	0.837
				12-07-2019	-648	Sold	90775	0.831
				19-07-2019	5	Buy	90780	0.831
				09-08-2019	-204	Sold	90576	0.829
				30-08-2019	1115	Buy	91691	0.839
				13-09-2019	-50	Sold	91641	0.839
				27-09-2019	12302	Buy	103943	0.951
				18-10-2019	1000	Buy	104943	0.96
				01-11-2019	71	Buy	105014	0.961
				08-11-2019	3247	Buy	108261	0.991

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Sr. No	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
				22-11-2019	562	Buy	108823	0.996
				29-11-2019	-101	Sold	108722	0.995
				06-12-2019	-450	Sold	108272	0.991
				27-12-2019	1970	Buy	110242	1.009
				31-12-2019	-1300	Sold	108942	0.997
				03-01-2020	1239	Buy	110181	1.008
				10-01-2020	2971	Buy	113152	1.036
				17-01-2020	-96	Sold	113056	1.035
				24-01-2020	374	Buy	113430	1.038
				31-01-2020	783	Buy	114213	1.045
				07-02-2020	221	Buy	114434	1.047
				14-02-2020	513	Buy	114947	1.052
				06-03-2020	7973	Buy	122920	1.125
				13-03-2020	2839	Buy	125759	1.151
				20-03-2020	6694	Buy	132453	1.212
				27-03-2020	329	Buy	132782	1.215
	Closing Balance			31-03-2020	-300	Sold	132482	1.212
5	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	82515	0.755	01-04-2019				
				05-07-2019	-291	Sold	82224	0.753
				29-11-2019	6809	Buy	89033	0.815
	Closing Balance			31-03-2020			89033	0.815
6	NATIONAL INSURANCE COMPANY LTD	67708	0.62	01-04-2019				
	Closing Balance			31-03-2020		No Change	67708	0.62
7	MUKESH BABU FINANCIAL SERVICES LIMITED	58240	0.533	01-04-2019				
	Closing Balance			31-03-2020		No Change	58240	0.533
8	ROMESH KUMAR GOEL	8300	0.076	01-04-2019				
				26-04-2019	13070	Buy	21370	0.196
				23-08-2019	21588	Buy	42958	0.392
				27-09-2019	342	Buy	43300	0.396
				01-11-2019	200	Buy	43500	0.398
				13-12-2019	100	Buy	43600	0.399
				20-12-2019	1	Buy	43601	0.399
				31-12-2019	-100	Sold	43501	0.398
				10-01-2020	100	Buy	43601	0.399
	Closing Balance			31-03-2020			43601	0.399

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Sr. No	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
9	Gaurang Navinchandra Shah HUF	37588	0.344	01-04-2019				
	Closing Balance			31-03-2020		No Change	37588	0.344
10	Gaurang Navinchandra Shah	41518	0.38	01-04-2019				
				05-04-2019	500	Buy	42018	0.385
				26-04-2019	1878	Buy	43896	0.402
				17-05-2019	1206	Buy	45102	0.413
				31-05-2019	-2000	Sold	43102	0.394
				07-06-2019	1900	Buy	45002	0.412
				29-06-2019	-3984	Sold	41018	0.375
				05-07-2019	-6000	Sold	35018	0.32
				23-08-2019	807	Buy	35825	0.327
				13-09-2019	-807	Sold	35018	0.32
	Closing Balance			31-03-2020			35018	0.32
11	ROYCE VENTURES PVT LTD	33980	0.311	01-04-2019				
	Closing Balance			31-03-2020		No Change	33980	0.311
12	PREMIER INVESTMENT FUND LIMITED	35000	0.32	01-04-2019				
	Closing Balance			30-08-2019	-35000	Sold	0	0

KESAR TERMINALS & INFRASTRUCTURE LIMITED

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Name	Shareholding at the beginning of the year		Date of Transaction	Increase or Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning / end of the Year	% of the Shares of the company				No. of shares	% of total Shares of the company
1	Harsh Rajnikant Kilachand	4,98,738	4.56	-	-	-	4,98,738	4.56
2	Anil Kumar Ruia	1456	0.013				1456	0.013
3.	Jayant Narayan Godbole	0	0	-	-	-	0	0
4.	Rajendra Singh Loona	0	0	-	-	-	0	0
5	Nilima Mansukhani	0	0	-	-	-	0	0
6	Jayanto Kumar Devgupta	291	0.003				291	0.003

Note : The key managerial personnel of the company do not hold any shares of the company.

E. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,49,58,399	-	-	5,49,58,399
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	6,26,856	-	-	6,26,856
Total (i+ii+iii)	5,55,85,255	-	-	5,55,85,255
Change in Indebtedness during the financial year				
• Addition	60,75,000	-	-	60,75,000
• Reduction	5,48,94,234	-	-	5,48,94,234
Net Change	(4,88,19,234)	-	-	(4,88,19,234)
Indebtedness at the end of the financial year				
i) Principal Amount	6,762,097	-	-	6,762,097
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	3,923	-	-	3,923
Total (i+ii+iii)	67,66,020	-	-	67,66,020

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F. 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 Shri H R Kilachand	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,19,15,000	1,19,15,000
	(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		
	Total (A)	1,19,15,000	1,19,15,000
	Ceiling as per the Act		

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors			Total Amount
	Shri A S Ruia	Shri J N Godbole	Shri R S Loona	
1. Independent Directors				
• Fee for attending board / committee meetings	2,80,000	2,40,000	3,00,000	8,20,000
• Commission	2,00,000	2,00,000	2,00,000	6,00,000
• Others, please specify				
Total (1)				
2. Other Non-Executive Directors	Shri J K Devgupta	Mrs. Nilima Ashok Mansukhani		
• Fee for attending board / committee meetings	1,20,000	2,20,000		3,40,000
• Commission	2,00,000	2,00,000		4,00,000
• Others, please specify				
Total (2)				
Total (B)=(1+2)				
Total Managerial Remuneration				
Overall Ceiling as per the Act				

KESAR TERMINALS & INFRASTRUCTURE LIMITED

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CFO Shri V J Doshi	Company Secretary Sarika Singh	CEO Navlesh Kumar	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	91,21,699	12,15,612	47,69,866	1,51,07,177
	(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	-	-	-	-
Total		91,21,699	12,15,612	47,69,866	1,51,07,177

G. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

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Annexure 'B'

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD 01-04-2019 TO 31-03-2020

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

To
The Members,

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Oriental House, 7, Janshedji 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 our opinion thereon.

Based on our verification of the Company's 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 covering 1st April, 2019 to 31st March, 2020 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 audit period 1st April, 2019 to 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and amendments thereto;
- (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 regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; (No event during reporting period)
- (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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not Applicable to the Company during the Audit Period**)
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable to the Company during the Audit Period**)
 - 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 period under review**)
 - 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;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable as the Company has not bought back any of its securities during the period under review**)
 - i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (**To the extent applicable**)
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

1. The Petroleum Rules, 1908
2. The Manufacture, Storage & Import of Hazardous Chemicals Rules, 1989
3. Major Port Trusts Act, 1963
4. Workmen's Compensation Act, 1923
5. Merchant Shipping Act, 1983
6. Factories Act, 1948
7. Industrial Disputes Act, 1947.
8. Environment (Protection) Act, 1986 and other Law, rules, regulations, bye-laws relating to Terminals and ports.

Based on the Compliance Certificates obtained by the Company from the various functional heads and Factory Managers, we relied on the Compliances of the above mentioned statutes.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with Stock Exchanges.

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

1. There was change in the number of members in promoter and promoter group as per shareholding pattern of the company submitted for the quarter ended March, 2019 due to transfer of shares held by two promoter group members to IEPF account and their names were not included in March, 2019 shareholding pattern.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- As per regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 100% shareholding of promoter and persons acting in concert has to be in dematerialized form. 13,163 shares being held by promoter and promoter group are not in dematerialized form as matters concerning these shares are sub-judice before the High court.

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 were 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

The Compliance by the company of applicable Financial Laws like Direct & Indirect Tax Laws, Goods and Service Tax has not been reviewed in the audit since the same has been subject to the review by the statutory financial audit and other designated professionals.

We further report that during the audit period, the company had no specific events or actions which might have a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except following :

- Mr. Anilkumar Ruia who is above the age of 75 years is re-appointed as Non-Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 19th September, 2019.
- Mr. Jayant Godbole attained 75 years of age on 17.02.2020 is re-appointed as Non-Executive Independent Director of the company for a period of 5 (five) years w.e.f. 19th September, 2019.
- Mr. Rajinder Loona is re-appointed as Non-Executive Independent Director of the company for a period of 5 (five) years on 19th September, 2019.
- Mr. Jayanto Devgupta is re-appointed as Non - Executive Non - Independent Director of the company for a period of 5 (five) years w.e.f. 19th September, 2019.
- The company has appointed M/s Chandabhoy & Jassoobhoy as Statutory auditors of the company for a term of 5 (five) years w.e.f. 19th September, 2019.

We further report that during the audit period the company has following specific events or actions which might have a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- Declaration of Final Dividend of ₹ 1 (Rupee One only) per share was approved in the Board Meeting held on 13th August, 2019.
- Declaration of Interim Dividend of ₹ 1.25 (Rupees One and Twenty Five Paise only) per share was approved in the Board Meeting held on 12th March, 2020.
- The company in the board meeting held on 08.11.2019, had decided to voluntarily delist the shares of the company from National Stock Exchange of India Limited (NSE) without giving any exit option to the shareholders. Public notices for the same were published in newspapers. NSE approval was received on 16th December, 2019. The shares of the company were delisted w.e.f 7th January, 2020.

**For Ragini Chokshi & Co.
(Company Secretaries)**

Mr. Makarand Patwardhan
(Partner)

C.P. No. 9031/ACS No. 11872
UDIN: A011872B000485631

Place: Mumbai
Date: 30.07.2020

'Annexure -A'

To
The Members,
KESAR TERMINALS & INFRASTRUCTURE LIMITED
Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai - 400020

Our report of even date is to be read along with this letter.

- The 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.
- 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.

- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 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.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For Ragini Chokshi & Co.
(Company Secretaries)**

Mr. Makarand Patwardhan
(Partner)

C.P. No. 9031/ACS No. 11872
UDIN: A011872B000485631

Place: Mumbai
Date: 30.07.2020

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Annexure "C"

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 website: <https://www.kesarinfra.com/policies>. Overview of the Projects proposed / undertaken is provided below.
2. The composition of the CSR Committee of the Board of Directors as on 31st March, 2020

Name of the member	Designation
Shri J N Godbole (Independent Director)	Chairman
Shri R S Loona (Independent Director)	Member
Shri J K Devgupta, Member (Non Executive Director)	Member
Shri H R Kilachand (Executive Chairman)	Member

3. Average net profit of the Company for the last three years: ₹ 2,186 Lakhs.
4. Prescribed CSR expenditure (two percent of the amount as in item 3 above): ₹ 44 Lakhs approx.
5. Details of CSR spent during the financial year 2019-20.
 - (a) Total amount to be spent for the financial year: ₹ 44 Lakhs approx.
 - (b) Amount unspent, if any: ₹ 11 Lakhs.
 - (c) Manner in which the amount spent during the financial year 2019-20 is detailed below: ₹ in Lakhs

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub heads 1.Direct expenditure on projects or programs 2.Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1.	a) Educational facility to poor & underprivileged children; and b) Medical facility to poor & needy.	Promoting education and health care [Schedule VII (i)&(ii)]	Ahmedabad Gujarat	25.00	25.00	25.00	Aadhar Foundation Charitable Trust
2.	Renovation of State run Anganwadi Kendra & Primary School	Promoting education [Schedule VII (ii)]	Powarkheda Madhya Pradesh	2.00	1.84	1.84	Direct
3.	supply equipment/ accessories to Shri Ganesh Nagar Government High School,	Promoting education [Schedule VII (ii)]	Gandhi Dham Gujarat	4.00	5.49	5.49	Direct
Total amount spent in the Financial Year 2019-20					32.33		

KESAR TERMINALS & INFRASTRUCTURE LIMITED

6. The balance amount of ₹ 178.00 Lakhs approx. is lying unspent. The Committee at its meeting held on 13.02.2020 reviewed various proposals placed before them and awaited for additional information on certain proposals. In order to ensure that CSR projects undertaken by the Company are selected, implemented and monitored in a strategic and systematic manner, such that the impacts created can be sustainable. Accordingly, the balance amount of ₹ 178.00 Lakhs would be spent during the next financial year 2020-21 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 CSR Committee

H R Kilachand
Executive Chairman
DIN: 00294835

J N Godbole
Chairman of the CSR Committee
DIN: 00056830

Place: Mumbai
Date: 30.07.2020

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Annexure “D”

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:

1. The ratio of the remuneration of executive director to the median remuneration of the employees of the Company for the financial year 2019-20:

Name of the Directors	Ratio of remuneration of Director to the Median remuneration
Shri H R Kilachand	10.22:1
Shri A S Ruia	0.64:1
Shri J N Godbole	0.58:1
Shri R S Loona	0.66:1
Shri J K Devgupta	0.42:1
Mrs. Nilima Mansukhani	0.56:1

2. The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year 2019-20:

Executive Director	
Shri H R Kilachand	Nil
Shri A S Ruia	Nil
Shri J N Godbole	Nil
Shri R S Loona	Nil
Shri J K Devgupta	Nil
Mrs. Nilima Mansukhani	NA
Key Managerial Personnel	
Shri V J Doshi, Chief Financial Officer	9.17%
Shri Navlesh Kuma, Chief Executive Officer	3.55%
Mrs. Sarika Singh, Company Secretary	8.00%

3. The median remuneration of employees of the Company for the year ended 31st March, 2020 was 7.53 lakhs.
4. The percentage increase in the media remuneration of employees in the financial year 2019-20 was 6.10%.
5. The Company has 53 permanent employees on the rolls of the Company as on March 31, 2020.
6. Average percentile increase in salaries of Employees, other than managerial personnel, during the year under review was 5.76%, whereas average percentile increase in salaries of Managerial Personnel during the year under review was 5.18%.
7. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

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

H R KILACHAND
Executive Chairman
DIN: 00294835

Place: Mumbai
Date: 30.07.2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BULK LIQUID STORAGE SCENARIO

The Bulk Liquid storage and handling industry in the private sector, acts as a logistic partner for both primary manufacturers and downstream units in various industries, such as petrochemicals, chemicals, synthetic fiber manufacturing, edible / non-edible vegetable oil refinery, power generation, food processing, pharmaceuticals etc. It also caters to the needs of traders of chemicals and edible/non-edible oils who import/export large parcels of these liquids.

The Indian Chemical Industry has a dominant role as a manufacturer of various chemicals for domestic consumption as well as for exports, particularly to the European market where there are restrictions for manufacture of a lot of chemicals on safety, health and environment consideration.

This industry is further poised for growth on a regular basis with emphasis on “Make in India ‘ programme of the govt. of India. The capacity growth planned for major ports in Indian would well support handling of the increasing volumes on a year on year basis.

In the recent years domestic oil companies in the private sector have also been hiring a lot of tank capacity at various ports from private players in the industry to optimize their distribution costs of Petrol and Diesel through retail & consumer outlets. This trend will continue and volumes will increase on a regular basis. Expansion of domestic refinery capacity is a must for meeting country’s increasing requirement of petroleum products and such expansion will fuel the demand for more tank capacities at all port locations.

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 and to address the mismatch of production versus domestic demand, the export volumes will also keep on increasing.

Sooner than later, India will have to permit free trading of petroleum products by international petroleum companies and they would require huge tank capacities at major ports. Such companies would shift large volumes of cargo for trading from Far East and Arabian/Persian Gulf coast to cater to requirements in southern hemisphere once adequate port facilities are developed in India.

OPPORTUNITIES & THREATS

As earlier mentioned the Central Government is taking a number of progressive steps which would promote the growth of the Indian liquid bulk industry.

The Company has plans to create tank capacity in Kakinada in Andhra Pradesh and warehousing facilities for goods and empty containers in Pipavav in Gujarat. In Pipavav a container repair facility is also being planned.

The 100% percent subsidiary of the Company, Kesar Multimodal Logistics Ltd. [KMLL] has commenced operation in 2016-17 after erecting the facilities of Phase I of the project and has shown marked improvement in the year under review compared to the 2 previous years. It is expected the revenue will see a quantum jump in 2019-2020 adding to the bottom line of the company.

PERFORMANCE

The Company as on date operates only in one segment i.e bulk liquid storage facility, the revenues of which for the current year stood at ₹ 3,747.81 lac as against ₹ 3,700.77 Lac previous year. The Total Comprehensive Income for the year showed decrease of 23.83% from ₹ 1,847.37 Lac last year to ₹ 1,407.06 lac in the current year.

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. Currently, the Company derives its major share of revenue 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. The subsidiary company has

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plenty of opportunity to grow with the liberalization of Tax systems in India and ever growing containerization of domestic and export cargo for speedy distribution through the vast rail network of Indian Railways. Once the company is able to introduce 'the first and last mile connectivity' the business volumes will steeply go up and so also the operating margins.

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 detailed 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 trained, 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 51 people as at 31.03.2020.

KEY FINANCIAL RATIOS

PARTICULARS	FY2019-20	FY 2018-19	Remarks
Interest coverage ratio	3.31	17.69	This is due to higher interest costs arising out of the adoption of Ind-As 116 'Leases' with effect from 01.04.2019.
Current ratio	0.37	0.51	This is due to higher Lease Liability arising out of the adoption of Ind-As 116 'Leases' with effect from 01.04.2019.
Debt equity ratio	0.00	0.04	This is due to repayment of Term Loan Fully.
Return on Net worth	10%	14%	This is due to higher Finance Costs and Depreciation arising out of the adoption of Ind-As 116 'Leases' with effect from 01.04.2019

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:

Composition of the Board

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) (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 Composition and Category of Directors is as follows:

Name of Directors	Category
Shri H R Kilachand (DIN:00294835)	Executive Chairman
Shri A S Ruia (DIN: 00296622)	Independent Director
Shri J N Godbole (DIN: 00056830)	Independent Director
Shri R S Loona (DIN: 02305074)	Independent Director
Shri J K Devgupta (DIN: 00515391)	Non-Executive Director
Smt. Nilima Mansukhani (DIN:06964771)	Independent Director

Attendance of each Director at the Board Meetings held during 01.04.2019 to 31.03.2020, the last Annual General Meeting held on 19.09.2019 and the number of other Directorships & Chairmanship/ Membership of Committees of each Director in various Companies & Shareholding of Directors are as under:

Name of the Director	No. of Shares held by Executive/ Non Executive Directors	Attendance Particulars							No. of other Directorships and Committee Membership/ Chairmanship		
		Out of 5 Board Meetings	Out of 5 Audit Committee Meetings	Out of 1 Stakeholders relationship committee	Out of 2 Nomination & Remuneration Committee Meeting	Ind. Dir. Meetings	CSR Meeting	Last AGM	Director ships#	Committee Member-Ships \$	Committee Chairmanships
Shri H R Kilachand Promoter - Executive Chairman	4,98,738	5	5	1	2	NA	1	Yes	3	4	-
Shri A S Ruia Independent Director	1,456	5	5	1	2	1	NA	Yes	4	2	3
Shri J N Godbole Independent Director	Nil	4	4	NA	2	1	1	Yes	5	3	1
Shri R S Loona Independent Director	Nil	5	5	1	2	1	1	Yes	3	4	0

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Name of the Director	No. of Shares held by Executive/ Non Executive Directors	Attendance Particulars							No. of other Directorships and Committee Membership/ Chairmanship		
		Out of 5 Board Meetings	Out of 5 Audit Committee Meetings	Out of 1 Stakeholders relationship committee	Out of 2 Nomination & Remuneration Committee Meeting	Ind. Dir. Meetings	CSR Meeting	Last AGM	Director ships#	Committee Member-Ships \$	Committee Chairmanships
Shri J K Devgupta Non-Executive Director	291	5	N. A	NA	N. A	N. A	1	Yes	-	-	-
Smt Nilima A Mansukhani Independent Director	Nil	5	5	NA	N. A	1	N.A	Yes	1	1	-

Excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of Companies Act, 2013, trusts and alternate directorships as per Regulation 26 of the SEBI (LODR) Regulations, 2015.

\$ Only Audit Committee and Stakeholder's Relationship Committee have been considered as per Regulation 26 of the SEBI (LODR) Regulations, 2015.

Names of the listed entities where the said persons are Directors and the category of their directorship are as follows:

Name of Directors	Name of other listed entities in which he is Director	Category of Directorship
Shri H R Kilachand	Kesar Enterprises Limited	Managing Director
Shri A S Ruia	Kesar Enterprises Limited	Independent Director
Shri J N Godbole	(i) J. K. Cement Limited	Independent Director
	(ii) Emami Paper Mills Limited	
	(iii) Saurashtra Cement Limited	
Shri R S Loona	NIL	N.A
Smt Nilima A Mansukhani	NIL	N.A
Shri J K Devgupta	NIL	N.A

As detailed in the table, none of the Directors hold directorships in more than 20 Companies (including limit of maximum directorship in 10 Public Companies) pursuant to the provisions of Section 165 of the Companies Act, 2013 ('Act'). Further, in compliance with Regulation 17A of the SEBI Listing Regulations, none of the Independent Directors hold directorships in more than seven listed companies. Further, none of the Directors who serves as Whole-time Director/Managing Director in any listed entity serves as an Independent Director in more than three listed entities. None of the Directors are members of more than ten Committees of the prescribed nature or holds Chairmanship of more than five such committees across all listed or unlisted public limited companies in which they are Directors thereby complying with the provisions of Regulation 26 of the SEBI Listing Regulations.

All the Independent Directors of the Company have provided declaration to the Board confirming satisfaction of the conditions of their independence as laid down under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in LODR Regulations and are independent of the management.

The Company has reappointed Shri A S Ruia, Shri J N Godbole and Shri R S Loona as Independent Directors for the second term of 5 years from the conclusion of the 11th Annual general Meeting till the conclusion of the 16th Annual General Meeting to be held in the Financial Year 2024. The Company has also reappointed Shri J K Devgupta as Non Executive Non Independent Director of the Company by Special Resolution.

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The following skills/ expertise/ competencies have been identified by the Board for its effective functioning, and are currently available with the Board along with names of directors who have such skills / expertise / competence:

Industry knowledge/ experience	Knowledge of Infrastructure & Logistic Industry	Shri H R Kilachand Shri J K Devgupta Shri A S Ruia
	Understanding of laws, rules, regulations and policies applicable to Infrastructure & Logistic Industry	Shri H R Kilachand Shri J K Devgupta Shri R S Loona
Technical skills/ experience	General business management	Shri H R Kilachand Shri J K Devgupta Shri A S Ruia Shri J N Godbole
	Accounting and finance	Shri H R Kilachand Shri J N Godbole (finance) Shri R S Loona
	Strategic planning/ business development	Shri H R Kilachand Shri J K Devgupta Shri A S Ruia Shri J N Godbole
	Information Technology	Shri H R Kilachand Shri J K Devgupta
Behavioural Competencies	Integrity and ethical standards	Shri H R Kilachand Shri J N Godbole Shri A S Ruia Shri J K Devgupta Shri R S Loona Mrs. Nilima Mansukhani
	Decision making	Shri H R Kilachand Shri A S Ruia Shri J K Devgupta Shri J N Godbole Shri R S Loona Mrs. Nilima Mansukhani
	Problem solving skills	Shri H R Kilachand Shri J N Godbole Shri A S Ruia Shri J K Devgupta Shri R S Loona Mrs. Nilima Mansukhani

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Certificate as required under Part C of Schedule V of Listing Regulations received from M/s. Ragini Chokshi & Co, Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI / Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at its meeting held on 30th July, 2020. The Certificate is enclosed at the end of corporate governance report.

Inter-se relationships among Directors

None of the Directors of the Company are related to each other.

Separate Meeting of Independent Directors

Separate meeting of the Independent Directors of the Company was held on 13th February, 2020 without the presence of the Executive Chairman, & Non executive Director of the Company. The meeting was attended by all the Independent Directors. Performance of the Non-Independent Directors, performance of the Board as a whole and performance of the Chairman were reviewed.

Familiarization Program for the Directors

The Company has a familiarization program for the Directors, including the Independent Directors, with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc. As required under Regulation 46 of the Listing Regulations, The detail of Familiarization Program is disclosed on the website:www.kesarinfra.com/policies.

Board Meetings held and the dates thereof

During the year, 5 Board Meetings were held on 16.05.2019, 13.08.2019, 08.11.2019, 13.02.2020 and 12.03.2020. The gap between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days. None of the Directors hold the office of Director in more than the permissible number of Companies under the Act or Regulation 25 & 26 of the SEBI (LODR) Regulations, 2015.

Board Committees

The Board has constituted the required Committee(s) of Directors with delegation of powers. The Secretary of the Company acts as the Secretary to the Committees. Each Committee has its purposes, goals and responsibilities. These Committees comprise mainly of Independent Directors who as per the terms of reference oversee the Committee's function and executes its duties and responsibilities. The details of the Committees constituted by the Board are as under:

3. Audit Committee:

As per section 177 of the Act & Regulation 18 of the SEBI (LODR) Regulations, the Company has constituted an Audit Committee.

Composition

The Audit committee was reconstituted on 13.11.2018. As on 31.03.2020, the Audit Committee comprises of five (5) Directors of whom four (4) are Independent Directors and one (1) is Executive Director.

The Committee is Chaired by an Independent Director.

Shri A S Ruia,	Independent Director	Chairman
Shri J N Godbole,	Independent Director	Member
Shri R S Loona,	Independent Director	Member
Shri H R Kilachand	Executive Chairman	Member
Mrs. Nilima Mansukhani	Independent Director	Member

Meetings & Attendance

During the year, 5 meetings of the Audit Committee were held on 16.05.2019, 13.08.2019, 08.11.2019, 13.02.2020 and 12.03.2020 with a time gap between 2 meetings of less than 120 days. The attendance of the Members is mentioned in the table of para 2 above. As required, the CFO, Internal Auditor & Statutory Auditors or their representatives remained present as an Invitee in such Meetings. The Company Secretary acts as the Secretary of the Audit Committee.

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The Company has a full-fledged Internal Audit Department which performs a 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].

Terms of Reference

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 the Statutory Auditors for any other services rendered by them.
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 Directors Responsibility Statement included in the Board's Report in terms of Section 134(3)(c) 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 the 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, if any.
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 utilization 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 the 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, the performance of the Statutory and Internal Auditors and adequacy of the internal control system.
13. Reviewing the adequacy of the 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 the 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. Discussions with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit to ascertain any area of concern.
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.

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18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of the Chief Financial Officer (CFO) (i.e. 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.

4. Nomination & Remuneration Committee:

The Nomination & Remuneration Committee was reconstituted on 20.12.2017. As on 31.03.2020 the Committee comprises of four (4) Directors. Three (3) are Independent Directors and one is Executive Director. The Committee is Chaired by an Independent Director. Two meetings of the Committee were held on 16.05.2019, 13.08.2019. The composition of the Nomination and Remuneration Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. Majority of the Members of the Committee are Non-Executive Independent Directors.

Shri R S Loona,	Independent Director	Chairman
Shri A S Ruia,	Independent Director	Member
Shri J N Godbole,	Independent Director	Member
Shri H R Kilachand	Executive Chairman	Member

Terms of reference:

- To guide the Board in relation to the 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 Directors and the Board.
- To evaluate the performance of the members of the Board and provide the 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 the Key Managerial Personnel and Senior Management, a reward linked directly to their efforts, 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 assist the Board in fulfilling responsibilities.
- To Implement and monitor policies and processes regarding principles of corporate governance.

Remuneration Policy for Directors

a) Remuneration to Executive Chairman / Director / Whole-Time Director / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation / Commission / Incentive etc. to be paid to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

b) Remuneration to Non- Executive / Independent Director:

The Non-Executive / Independent Director may receive compensation / commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

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Remuneration of Executive Director:

The details of remuneration paid to the Executive Directors for the financial year ended 31.03.2020 which is the same as paid in the previous financial year:

(₹ In Lakhs)

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

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

Remuneration of Non-Executive/ Independent Director:

The details of remuneration paid to the Non-Executive Directors for the financial year ended 31.03.2020:

Name	Sitting Fees (₹)	Commission (₹)	Total (₹)
Shri A S Ruia	2,80,000	2,00,000	4,80,000
Shri J N Godbole	2,40,000	2,00,000	4,40,000
Shri R S Loona	3,00,000	2,00,000	5,00,000
Shri J K Devgupta	1,20,000	2,00,000	3,20,000
Smt. Nilima Mansukhani	2,20,000	2,00,000	4,20,000

Performance evaluation of Directors and criteria for Independent Directors

The Board carried out the evaluation of the performance of the Board and Committees of the Board. Further, in accordance with Schedule IV of the Companies Act, 2013 and the Listing Regulations, performance evaluation of the Independent Directors was done by the entire Board excluding the Director being evaluated and included the performance of the Directors and fulfillment of the independence criteria and their independence from the management. Feedback was sought from each Director by way of structured questionnaires, based on criteria approved by the Nomination and Remuneration Committee, for evaluation of performance of the Board, Committees of Board and Individual Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria approved by the Board. The Directors expressed their satisfaction with the evaluation process.

5. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee is constituted in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Chairman of the Committee is a Non Executive Director.

The Stakeholders' Relationship Committee comprises of:

Shri A S Ruia,	Independent Director	- Chairman
Shri R S Loona,	Independent Director	- Member
Shri H R Kilachand	Executive Chairman	- Member

The function of the Stakeholders' Relationship Committee is to strengthen the investor relations. The Committee looks into redressal of shareholders' complaints and proper and timely attendance on the investor's grievances. The key responsibilities of the Committee are to look into: -

- Redressal of Shareholders / Investors complaints.
- Non-receipt of dividend warrants, Annual Report of the Company; and
- Carrying out any other function as prescribed under in the SEBI Listing Regulations.

During the financial year ended 31.03.2020 one meeting of Stakeholders' Relationship Committee was held on 13.02.2020.

During the year ended 31.03.2020, the Company had received one complaints / grievances, which had been duly resolved to the satisfaction of the shareholders and no complaint/ grievance was pending as on 31.03.2020.

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Mrs. Sarika Singh was the Compliance Officer of the Company as on 31.03.2020.

6. Share Transfer Committee

In addition to the Stakeholders' Relationship Committee, the Board has constituted another committee referred as the Share Transfer Committee comprising of members from the senior management to approve the transfer of equity shares of the Company. The members of the Share Transfer Committee are Shri H R Kilachand, Executive Chairman, & Mrs. Sarika Singh, Company Secretary. There were 5 (five) meetings held during the year ended 31st March, 2020 on 16.05.2019, 11.07.2019, 03.10.2019, 07.11.2019 and 29.01.2020. There are no pending share transfers as on 31.03.2020.

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 Committee was reconstituted on 20.12.2017. The composition of the CSR Committee formed to achieve the CSR objectives is as below:

Name of the Member	Composition
Shri J N Godbole [Independent Director]	Chairman
Shri R S Loona [Independent Director]	Member
Shri J K Devgupta Non Executive Director	Member
Shri H R Kilachand 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. The Company has formulated the CSR policy, which is uploaded on the website: [www. kesarinfra.com/policies](http://www.kesarinfra.com/policies). During the year one meeting of the CSR committee was held on 13.02.2020.

8. Risk Management Committee [RMC]:

The Risk Management Committee is constituted to identify potential business and operational risks, lay down procedures to review the risk assessment and minimization procedures, and is responsible for framing, implementing and monitoring the risk management plan of the Company.

The Chairman of the Committee is a member of the Board of Directors of the Company. The Risk Management Committee comprises of:

Shri H R Kilachand	– Chairman of the Committee
Shri J K Devgupta	– Member
Shri V J Doshi	– Member

9. General Body Meetings:

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

AGM	FINANCIAL YEAR ENDED	DATE	LOCATION	TIME	PARTICULARS OF SPECIAL RESOLUTION PASSED
11th	31.03.2019	19.09.2019	M. C. Ghia Hall	3:30 p.m	1. Re-appointment of Shri A S Ruia as Independent Director 2. Re-appointment of Shri J N Godbole as Independent Director. 3. Re-appointment of Shri R S Loona as Independent Director 4. Re-appointment of Shri J K Devgupta as Non Executive Non Independent Director

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AGM	FINANCIAL YEAR ENDED	DATE	LOCATION	TIME	PARTICULARS OF SPECIAL RESOLUTION PASSED
10th	31.03.2018	27.09.2018	M. C. Ghia Hall	3:30 p.m	<ol style="list-style-type: none"> 1. Resolution under sections 196, 197 and Schedule V of the Companies Act, 2013, for the appointment of Shri H R Kilachand (DIN: 00294835) as a Whole-Time Director designated as "Executive Chairman" of the Company. 2. Ratification of appointment of Shri J K Devgupta from 23.11.2017 to 13.02.2018.
9th	31.03.2017	12.09.2017	M. C. Ghia Hall	3:30 p.m	Resolution u/s 20 of the Companies Act, 2013 authorising Company to charge for service of Documents to members of the Company.

10. During the year under review, the Company has not passed any Special Resolution through EGM or postal ballot

11. Other Disclosures:

- All transactions entered into during the financial year 2019-20 with related Parties as defined under the Companies Act were in the ordinary course of business and on an arms length basis. The Material Related Party transactions, i.e. no 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 as required under Section 134(3) of the Companies Act in Form AOC- 2 is not required to be annexed to the Directors' Report. The Company has given in the notes to accounts, a list of related parties as per Indian Accounting Standard 24 and the transactions entered into with them. The Board has framed a policy on related party transactions and the same is available on the Company's website i.e. www.kesarinfra.com.
- The Company was imposed fine for delay in submission of financial results for the quarter & year ended 31.03.2018 by BSE Limited (BSE) & National Stock Exchange of India Ltd (NSE). The audited financial results for the quarter and year ended 31st March, 2018 pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were filed by the Company on 13th June, 2018 as against the due date of 30th May, 2018 with BSE Limited & National Stock Exchange of India Ltd. The abovementioned results could not be prepared within the stipulated timelines due to first time implementation of Ind AS. The Company had paid penalty of RS. 82,600/- to National Stock Exchange of India Ltd.
- 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.
- Subsidiaries: The Audit Committee reviews the significant issues, including financial statements pertaining to subsidiary company Kesar Multimodal Logistics Ltd (KMLL). Attention of the Directors is drawn to significant transactions and arrangements entered into by the KMLL. The performance of subsidiaries is also reviewed by the Board periodically. The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link <https://www.kesarinfra.com/policies> .
- Whistle Blower Policy / Vigil Mechanism

In staying true to our values of Strength, Performance and Perseverance, 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 while 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 2019-20 no Employees of the Company was denied access to the Audit Committee.

The details of Whistle Blower Policy are available on the website: www.kesarinfra.com/policies.

The Ethics Helpline can be contacted to report any suspected or confirmed incident of fraud/ misconduct on: E-Mail: headoffice@kesarinfra.com Tel: 022-22851737.

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- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: No complaint has been received in the Financial Year 2019-20.
- Delisting with National Stock Exchange of India (NSE): The Equity shares of the Company delisted w.e.f. 07.01.2020 from NSE. The Company's Equity shares continued to remain listed with the BSE limited (BSE) only.
- Certification: The requisite certification from the Chief Executive Officer (CEO) 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 Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors of the Company and annexed to this report.
- The Company has complied with all applicable mandatory requirements of the SEBI (LODR) Regulations 2015 a certificate from M/s. Ragini Chokshi & Co Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated there under is annexed to this Report.
- Declaration signed by the Executive Chairman stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management, is annexed to this Report
- In compliance of the discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, the Internal Auditor of your Company reports to the Audit Committee of the Board of Directors.

12. 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 upload / send copies of the results to the BSE limited(BSE) 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 and www.nseindia.com and also on the website of the Company, viz. www.kesarinfra.com/ copy-of-results. There were no presentations / call made to the analysts or institutional investors during the year under review.

13. Recommendations of Committees of the Board

There were no instances during the financial year 2019-20 wherein the Board had not accepted recommendations made by any Committee of the Board.

14. Total fees paid to Statutory Auditors of the Company

Total fees paid for all services by Kesar Terminals & Infrastructure Ltd and Kesar Multimodal Logistics Ltd wholly owned subsidiary to M/s. Chandabhoy & Jassoobhoy/Haribhakti & Co LLP for the FY 2019-20:

Particulars	Amount (₹ in lakhs)
Audit fees	₹ 9.45
Towards Consultancy for various Company Law Matters.	₹ 1.00
Other Fees paid to firms in the network entity of which Auditors are part of	NIL
Total	10.45

15. General Shareholders information:

a.	Annual General Meeting		
	Day	:	Wednesday
	Date	:	9th September, 2020
	Time	:	3:30

KESAR TERMINALS & INFRASTRUCTURE LIMITED

	Venue	: Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')
b.	Date of Book Closure	: Wednesday, 2nd September 2020 to Wednesday, 9th September 2020 (both days inclusive)
c.	Dividend Payment Date	: N.A
d.	Financial Year	: From 1st April of every year to 31st March of the next year.
e.	Next Financial Year ending	: 31st March, 2021
f.	Next Annual General Meeting	: By 30th September, 2021
g.	Financial Reporting for the year 2020-21 For 1st quarter ended 30th June, 2020 For 2nd quarter ending 30th September, 2020 For 3rd quarter ending 31st December, 2020 For 4th quarter ending 31st March, 2021	: By 14th August, 2020 By 14th November, 2020 By 14th February, 2021 By 30th May, 2021
h.	Listing on Stock Exchange	: Bombay Stock Exchange Ltd., Mumbai (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. The Company has paid annual listing fees due to BSE for the year 2020-21.
i.	Stock Exchange Code Number	: BSE Scrip Code : 533289
j.	Demat ISIN numbers in NSDL & CDSL	: INE096L01025
k.	Commodity price risk or foreign exchange risk and hedging activities	: NIL
l.	Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity: The Company has not issued any GDRs / ADRs / warrants or any other convertible instruments.	: NIL
m.	Credit Rating	: NIL
n.	Disclosure with respect to demat suspense account/ unclaimed suspense/c	: NIL
o.	Registered Office	: Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020.
p.	Plant Locations	: Terminals I & II at Kandla, Gujarat.

Address for correspondence by the Shareholders of the Company:

M/s. Sharex Dynamic (India) Pvt. Ltd.	Kesar Terminals & Infrastructure Limited.
Registrar & Share Transfer Agents C-101, 247 Park, LBS Marg, Vikhroli West Mumbai-400083. Tel.:28515606/ 28515644 ; Fax: 2851 28 85 Email: sharexindia@vsnl.com	Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. Tel: 22042396 / 22851737; Fax: 22876162 Email:headoffice@kesarindia.com

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Share Transfer System

Pursuant to the amendment in the SEBI Listing Regulations and subsequent notification(s) issued by SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. All the requests received from shareholders for transmission etc. are processed by the Share Transfer Agent of the Company within the stipulated time as prescribed in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or in any other applicable law.

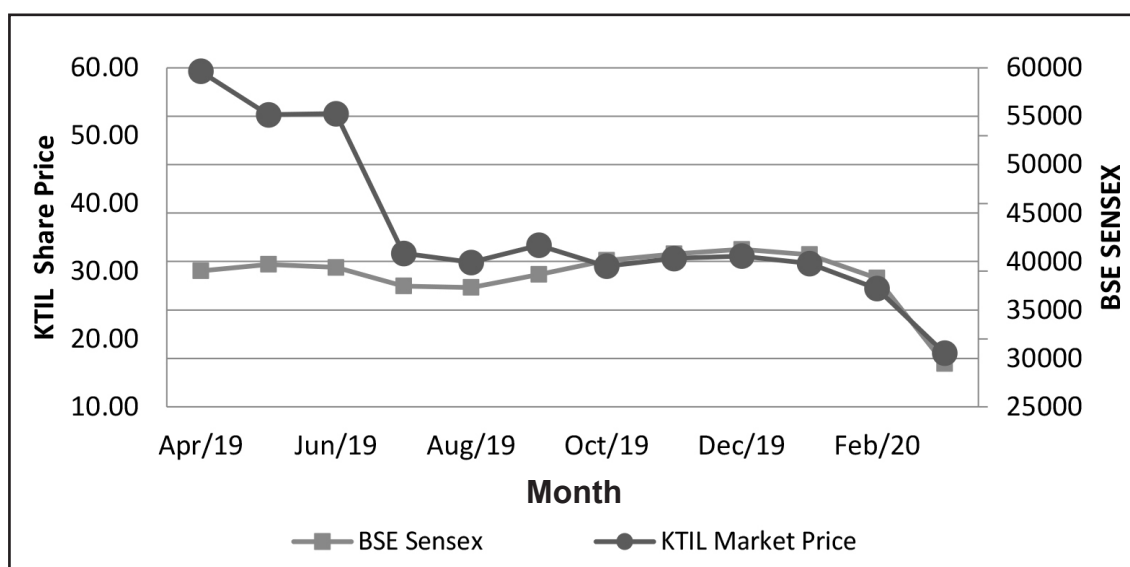
Stock Market Data:

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

MONTH	BSE		NSE*	
	High	Low	High	Low
April, 2019	62.50	56.00	64.60	54.00
May, 2019	58.00	46.05	59.70	46.65
June, 2019	53.25	34.25	53.25	34.25
July, 2019	58.55	32.65	58.55	32.40
August, 2019	35.95	30.30	36.35	30.10
September, 2019	40.90	30.40	42.60	30.85
October, 2019	34.85	28.55	35.05	28.75
November, 2019	34.10	28.75	34.65	29.15
December, 2019	43.35	26.00	43.75	25.10
January, 2020	35.25	29.15	N.A	N.A
February, 2020	33.95	26.20	N.A	N.A
March, 2020	29.45	15.65	N.A	N.A

*Trading in Equity Shares of the Company was suspended, and equity shares was delisted from NSE, pursuant to voluntary delisting application made by the Company. Therefore, High and Low data from January, 2020 onwards is not available.

Performance of the share Price of the Company in comparison to the BSE Sensex



KESAR TERMINALS & INFRASTRUCTURE LIMITED

Distribution of shareholding as on 31st March, 2020:

Shareholding in Nominal Value of `	Share Holders		Share Amount	
	No.	% of Holders	Total Amount	% to Total
Upto - 5,000	6484	91.68	5756180	10.536
5,001 -10,000	326	4.610	2347400	4.297
10,001- 20,000	123	1.739	1726775	3.161
20,001 - 30,000	43	0.608	1032920	1.891
30,001 - 40,000	18	0.255	638610	1.169
40,001- 50,000	18	0.255	819160	1.499
50,001- 1,00,000	32	0.452	2234155	4.089
1,00,001 - and above	28	0.396	40077175	73.358
Total	7072	100.000	54632375	100.000

Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories.

Shares held in	2019-20	%	2018-19	%
Physical form	203032	1.86	238696	2.18
Electronic form with NSDL	9444802	86.44	9530572	87.22
Electronic form with CDSL	1278641	11.70	1157207	10.60
Total	10926475	100	10926475	100

The Company's shares are traded on BSE.

Categories of Shareholders as on 31st March, 2020:

About 97.82% of the total shareholding in the Company representing 10,723,443 shares are held in dematerialized form.

Sr. No	Category of Shareholder	No of Shares Held	No of Shares in Demat Form	%
A.	Promoter & its Group - Indian			
1	Individual / HUF	18,20,369	18,07,206	16.66
	Bodies Corporate	47,27,245	47,27,245	43.26
	Total Shareholding Promoter & Group Total (A)	65,47,614	65,34,451	59.92
B.1	Public Shareholding – Institutions			
a	Mutual Funds	145	0	0
b	Financial Institutions / Banks	1511	573	0.01
c	Central Government	89,033	89,033	0.81
d	Venture Capital Fund	0	0	0
e	Insurance Companies	5,27,196	5,27,196	4.82
	Sub-Total-B(I)	6,17,885	6,16,802	5.65
B.2	Non-Institutions			
a	Individual Shareholders (share capital up to ₹ 1 lakhs)	26,73,897	24,86,405	24.47

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Sr. No	Category of Shareholder	No of Shares Held	No of Shares in Demat Form	%
b	Individual Shareholders share capital above ₹ 1 lakhs)	4,24,014	4,24,014	3.88
c	NBFCs Registered with RBI	0	0	0
d	Others			
	Clearing Members	32,246	32,246	0.29
	NRI	73,326	73,326	1.27
	Bodies Corporate	5,57,493	5,56,199	5.35
	Sub-Total-B(2)	37,60,976	35,72,190	34.42
	Total (B)=B(1)+B(2)	43,78,861	41,88,992	40.07
	Total (A+B)	1,09,26,475	1,07,23,443	100

Guidance to Shareholders:

- 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.
- 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.
- SEBI vide its circular dated 07.01.2010 has made it mandatory to furnish a copy of PAN in the following cases:-
 - Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
 - Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - 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.
- 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.
- 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.
- 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 of 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.
- 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.
- 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.
- Shareholders, who have not encased their dividend warrants in respect of the dividend declared for the financial year 2013-2014 onwards, are requested to contact the Company and surrender their warrants for

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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:

Date of declaration	For the Financial Year	Rate of Dividend	Due date of transfer to IEPF
11.07.2013	2012-2013	Final @30%	17-08-2020
12.02.2014	2013-2014	Interim @15%	21-03-2021
04.07.2014	2013-2014	Final @15%	10-08-2021
23.09.2015	2014-2015	Final@35%	30-10-2022
03.08.2016	2015-2016	Final@10%	09-09-2023
12.09.2017	2016-2017	Final@10%	19-10-2024
27.09.2018	2017-2018	Final@20%	03-11-2025
19.09.2019	2018-2019	Final@20%	25-10-2026
12.03.2020	2019-2020	Interim@25%	18-04-2027

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 from the Company.
11. Details of shares transferred to IEPF suspense account in the FY 2019-20:

Financial Year	No. of Shareholders	No. of Shares transferred to IEPF
2011-12	51	6809

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CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Kesar Terminals & Infrastructure Limited.

We have examined the compliance of the conditions of Corporate Governance by Kesar Terminals & Infrastructure Limited ('the Company') for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2020.

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

For Ragini Chokshi & Co.

**Makarandpatwar Dhan
(Partner)**

**CP No: 9031
ACS:11872
UDIN: A011872B000513010**

Place: Mumbai
Date: 30.07.2020

DECLARATION

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors/Management Personnel for the Financial Year 2019-20.

Place: Mumbai
Date: 30.07.2020

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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CERTIFICATION

Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors

Kesar Terminals & Infrastructure Limited

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

We have reviewed financial statements and the cash flow statement of Kesar Terminals & Infrastructure Ltd (“the Company”) for the financial year ended March 31, 2020 and that to the best of our knowledge and belief:

- (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.
1. 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.
 2. 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 we 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 we have taken or propose to take to rectify these deficiencies.
 3. We have indicated to the Auditors and the Audit committee:
 - (i) Significant changes in internal control over financial reporting during the financial year ended March 31, 2020;
 - (ii) Significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - (iii) 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’ internal control system over Financial Reporting.

V J Doshi
Chief Financial Officer

Navlesh Kumar
Chief Executive Officer

Place : Mumbai

Date : 30.07.2020

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ORIENTAL HOUSE, 7 JAMSHEDJI TATA ROAD,

CHURCHGATE, MUMBAI - 400020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** having CIN L45203MH2008PLC178061 and having registered office at Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai – 400020 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	JAYANT NARAYAN GODBOLE	00056830	29/01/2010
2	HARSH RAJNIKANT KILACHAND	00294835	20/12/2017
3	ANILKUMAR SUSHILKUMAR RUIA	00296622	21/01/2008
4	JAYANTO KUMAR DEVGUPTA	00515391	22/05/2014
5	RAJINDER SINGH LOONA	02305074	01/06/2010
6	NILIMA ASHOK MANSUKHANI	06964771	21/05/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ragini Chokshi & Co.

Makarandpatwar Dhan
(Partner)

CP No: 9031

ACS:11872

UDIN: A011872B000513010

Place: Mumbai

Date: 30.07.2020

INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Terminals and Infrastructure Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Kesar Terminals and Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the standalone Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the state of affairs of the Company as at March 31, 2020, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Emphasis of Matter

- a. We draw attention to Note 33 to the standalone Ind AS financial statements regarding the Company's non-current investment in and other non-current loan to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company, aggregating ₹ 9,415.95 lakhs and ₹ 2,176.11 lakhs respectively as at March 31, 2020. The lender to KMLL has filed petition under Insolvency and Bankruptcy Code, 2016 in the National Company Law Tribunal for recovery of its dues from KMLL and has also invoked corporate guarantee issued by the Company. The net-worth of KMLL has been fully eroded. However, based on future projections of KMLL and its growth and business prospects, the management believes that the carrying value of the non-current investment and other non-current loan are recoverable.

Our opinion is not modified in respect of this matter.

- b. We draw attention to Note 47 to the standalone Ind AS financial statements which describes the effect of COVID-19 on the business of the Company and states that the Company has evaluated the possible effects on the carrying amounts of property, plant and equipment, inventory and receivables and determined that the carrying amounts of these assets are recoverable and there is no material uncertainty in meeting the financial obligations over the foreseeable future.

Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Management Discussion and Analysis Report and Corporate Governance Report but does not include the financial statements and our auditor's report thereon.

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Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. 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, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", 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 purposes of our audit;
- 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 (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. The matter described under the Emphasis of Matter section of our report, in our opinion, may have an adverse effect on the functioning of the Company;
- f. On the basis of the written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act;
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

- i. 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 Ind AS financial statements – Refer Note 32, 33 and 49 to the standalone Ind AS financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner

Membership No. 102580
UDIN: 20102580AAAABK5476

Place: Mumbai
Date: July 30, 2020

Annual Report 2019-2020

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals and Infrastructure Limited on the standalone Ind AS financial statements for the year ended March 31, 2020]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and the discrepancies noticed on verification between the physical assets and the book records were not material and these have been properly dealt with in the books of account. In our opinion, the frequency of verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company except for the details given below:

Land/ Building	Total number of cases	Leasehold/ Freehold	Gross Block as on March 31, 2020	Net Block as on March 31, 2020
Land	3	Leasehold	NIL	NIL

The Leasehold land has been transferred from Kesar Enterprises Limited to the Company on account of scheme of demerger sanctioned by Hon'ble High Court of Bombay. However, Kandla Port Trust has raised a demand towards transfer fees for which Company has filed a writ petition with Hon'ble High Court of Gujarat. Refer Note no. 32 to the notes to standalone Ind AS financial statements.

- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) The Company has granted unsecured loans to its Subsidiary company, covered in the register maintained under section 189 of the Act.
 - (a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that, the terms and conditions of the aforesaid loans granted by the Company are not prejudicial to the interest of the Company.
 - (b) The said interest free loan is repayable after March 31, 2021. Accordingly, paragraph 3(iii)(c) of the Order is not applicable to the Company.
- (iv) Based on information and explanations given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of sections 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the 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) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, profession tax, cess and any other applicable statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no material undisputed statutory dues outstanding as at March 31, 2020 for a period of more than six months from the date they became payable.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or goods and service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute as at March 31, 2020 except as under:

Name of the statute	Nature of dues	Amount (₹ In lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks
Income Tax Act, 1961	Income Tax	7.92	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)	-
Income Tax Act, 1961	Income Tax	15.61	Assessment Year 2014-15	Commissioner of Income Tax (Appeals)	-

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks and does not have any loan or borrowing from financial institution, Government or debenture holder.
- (ix) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of term loans during the year for the purposes for which they were raised. The company has not raised money by way of initial public issue offer and further public issue offer.
- (x) Based on the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company on or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner

Place: Mumbai
Date: July 30, 2020

Membership No. 102580
UDIN: 20102580AAAABK5476

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ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Terminals and Infrastructure Limited on the standalone Ind AS financial statements for the year ended March 31, 2020]

Report on the Internal Financial Controls with reference to the Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Kesar Terminals and Infrastructure Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 20102580AAAABK5476

Place: Mumbai
Date: July 30, 2020

Annual Report 2019-2020

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2020

		(₹ In Lakhs)		
PARTICULARS		Note No.	As at 31st March 2020	As at 31st March 2019
I.	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	2	2,854.84	2,868.71
	(b) Capital work in progress	2	8.33	8.33
	(c) Right to Use - Lease Assets	2	5,066.42	-
	(d) Intangible assets	2	2.76	2.63
	(e) Financial assets			
	(i) Investments	3	9,416.00	9,138.50
	(ii) Loans	4	2,176.82	1,643.98
	(iii) Others	5	43.15	42.10
	(f) Deferred tax assets (net)	6	687.47	707.70
2	Current assets			
	(a) Inventories	7	8.18	8.03
	(b) Financial assets			
	(i) Trade receivables	8	391.91	564.96
	(ii) Cash and cash equivalents	9	333.65	99.01
	(iii) Bank balances other than cash and cash equivalents	10	24.57	21.15
	(iv) Loans	11	2.40	1.91
	(v) Others	12	29.35	1.57
	(c) Other current assets	13	33.99	42.97
	(d) Current tax assets (net)	14	45.16	-
	TOTAL		21,125.00	15,151.55
II.	EQUITY AND LIABILITIES			
1	Equity			
	(a) Share capital	15	546.32	546.32
	(b) Other equity	16	14,032.47	12,921.78
2	Liabilities			
	I Non-current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	17	51.07	171.04
	(ii) Lease Liability	18	4,080.71	-
	(b) Provisions	19	61.08	54.57
	II Current liabilities			
	(a) Financial liabilities			
	(i) Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	20	14.53	15.01
	Total outstanding dues of creditors other than micro enterprises and small enterprises		406.17	624.58
	(ii) Lease Liability	21	1,767.42	-
	(iii) Other financial liabilities	22	32.52	472.19
	(b) Other current liabilities	23	84.79	134.54
	(c) Provisions	24	47.92	19.27
	(d) Current tax liabilities (net)	25	-	192.25
	TOTAL		21,125.00	15,151.55
	Significant accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For and on behalf of

For and on behalf of the Board of Directors

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

H R Kilachand
Executive Chairman
DIN 00294835

A S Ruia
Director
DIN 00296622

Bhupendra T Nagda
Partner
Membership No.F 102580

V J Doshi
Chief Financial Officer

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

Place: Mumbai
Date: 30th July, 2020

KESAR TERMINALS & INFRASTRUCTURE LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I. Revenue:			
Revenue from operations	26	3,747.81	3,700.77
Other income	27	363.68	348.27
Total Income		4,111.49	4,049.04
II. Expenses:			
Employee benefits expense	28	793.24	736.95
Finance cost	29	684.17	114.68
Depreciation and amortisation expense	2	345.43	163.42
Other expenses	30	711.44	1,127.78
Total Expenses		2,534.28	2,142.83
III. Profit before tax (I-II)		1,577.21	1,906.21
IV Tax expense:			
(a) Current tax		325.00	423.00
(b) Deferred tax including MAT credit entitlement		29.66	(178.74)
(c) Excess provision of earlier years written back		(190.79)	(185.12)
V Profit for the year (III-IV)		1,413.34	1,847.07
VI Other comprehensive income			
A Items that will not be reclassified to profit or loss			
(i) Measurements of defined employee benefit plans		(8.86)	0.42
(ii) Income tax relating to items that will not be reclassified to profit or loss		2.58	(0.12)
B (i) Items that will be reclassified to profit or loss.		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss.		-	-
Total Other comprehensive income		(6.28)	0.30
VII Total comprehensive income for the year (V + VI)		1,407.06	1,847.37
VIII Earnings per equity share of ₹ 5 each ;	46		
Basic (₹)		12.94	16.90
Diluted (₹)		12.94	16.90
Significant accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580
Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

Annual Report 2019-2020

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

	(₹ In Lakhs)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX	1,577.21	1,906.21
Non-cash adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expenses	345.43	163.42
Interest Income	(354.49)	(320.19)
Interest and Finance Charges	684.17	114.68
Profit on sale of Property, plant and equipment	(0.09)	(12.21)
Provision for Doubtful debts	(3.53)	4.11
Bad Debts	-	21.68
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,248.70	1,877.70
Movements in working capital:		
(Increase)/Decrease in Inventories	(0.15)	2.12
(Increase)/Decrease in Trade Receivables	176.58	(227.14)
(Increase) / Decrease in Other Current Financial Assets	(27.77)	(1.36)
(Increase)/Decrease in Current Financial Assets Loans	(0.48)	1.04
(Increase) / Decrease in Other non current Financial assets	(0.47)	(17.58)
(Increase) / Decrease in Other current assets	6.77	(2.01)
(Increase) / Decrease in Other non current assets	-	(5.00)
Increase / (Decrease) in Trade Payables	(230.00)	245.83
Increase / (Decrease) in Other Current Liabilities	(130.77)	18.00
Increase / (Decrease) in Current Provision	19.79	6.90
Increase / (Decrease) in Non Current Provision	6.50	7.81
CASH GENERATED FROM OPERATIONS	2,068.70	1,906.31
Taxes Paid	(378.49)	(485.51)
NET CASH GENERATED FROM OPERATING ACTIVITIES	1,690.21	1,420.80
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipment including intangible assets, Right of use Assets & capital work in progress	(189.18)	(38.01)
Sale of property, plant and equipment	0.16	21.95
Loan to Subsidiary	(465.50)	(596.00)
Interest Received	8.96	8.59
NET CASH USED IN INVESTING ACTIVITIES	(645.56)	(603.47)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Borrowings	(542.71)	(621.24)
Proceeds from Borrowings	60.75	8.76
Dividend Paid	(242.97)	(110.09)
Dividend Distribution Tax Paid	(50.53)	(22.46)
Interest and Finance Charges Paid	(31.13)	(121.06)
NET CASH (USED IN) FINANCING ACTIVITIES	(806.59)	(866.09)
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	238.06	(48.76)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	120.16	168.92
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	358.22	120.16
COMPONENTS OF CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS	333.65	99.01
OTHER BANK BALANCES *	24.57	21.15
TOTAL CASH AND CASH EQUIVALENTS	358.22	120.16

* Other Bank balances includes Unclaimed Dividend of ₹ 15.95 Lakhs (previous year ₹ 13.05 Lakhs) which company can utilise only towards settlement of the respective unclaimed dividend.

Note : Figures in brackets are outflows

KESAR TERMINALS & INFRASTRUCTURE LIMITED

STANDALONE CASH FLOW STATEMENT (Contd.)

Note 1 : The Cash Flow Statement has been prepared under the “Indirect Method” as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Note 2 : The Amendments to Ind As 7 Cash Flow statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash flows changes, suggesting inclusion of reconciliation between the opening and closing balance in balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April 2017 and the require disclosure is made below. There is no other impact on financial Statements due to this amendment.

Changes in liabilities arising from financing activities.

PARTICULARS	As at March 31, 2019	Net Cash Flow	Non Cash Changes		As At March 31, 2020
			Fair Value Changes	Current/ Non Current Classification	
Borrowings Non current	171.04	(103.42)	-	(16.55)	51.07
Other Financial Liabilities	378.54	(378.54)	-	16.55	16.55

Note : Figures in brackets are outflows

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

Annual Report 2019-2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A : Equity Share Capital (Equity shares of ₹ 5 each issued, subscribed and fully paid) (₹ In Lakhs)

PARTICULARS	Numbers	Amount
Balance as at the April 1, 2018	10,926,475	546.32
Changes in equity share capital during the year 2018-19	-	-
Balance as at March 31, 2019	10,926,475	546.32
Changes in equity share capital during the year 2019-20	-	-
Balance as at March 31, 2020	10,926,475	546.32

B : Other Equity (₹ In Lakhs)

PARTICULARS	Reserve and Surplus			Total Other Equity
	General Reserves	Retained Earnings	Other Comprehensive Income	
Balance as at March 31, 2018	2,974.99	8,233.48	(2.33)	11,206.14
Total Comprehensive income for the year				
Profit for the year	-	1,847.07	-	1,847.07
Other Comprehensive Income	-	-	0.30	0.30
Final Dividend Paid	-	(109.27)	-	(109.27)
Dividend Distribution Tax Paid	-	(22.46)	-	(22.46)
Opening Balance as at April 01, 2019	2,974.99	9,948.82	(2.03)	12,921.78
Total Comprehensive income for the year				
Profit for the year	-	1,413.34	-	1,413.34
Other Comprehensive Income	-	-	(6.28)	(6.28)
Final Dividend Paid	-	(109.26)	-	(109.26)
Interim Dividend Paid	-	(136.58)	-	(136.58)
Dividend Distribution Tax Paid	-	(50.53)	-	(50.53)
Transfer to General Reserves	1,000.00	(1,000.00)	-	-
Closing Balance as at March 31, 2020	3,974.99	10,065.79	(8.31)	14,032.47

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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, 47,53,113 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 Kakinada Port.

1. Significant Accounting Policies

A. Statement of Compliance with Ind-AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements except in respect of INDAS 116 – Lease (refer note no.Q).

B. Basis of Measurement

The financial statements have been prepared on historical cost basis except the following:

- Certain financial assets and liabilities are measured at fair value;
- Defined benefit plans- plan assets measured at fair value.

C. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period or the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

D. The functional currency of the Company is the Indian Rupee (₹). These financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except when otherwise stated.

E. Use of Estimates

The preparation of financial statements in conformity with recognition and measurement principles of Ind AS requires the management to make judgments, 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 the 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 changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to the financial statements.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Key accounting estimates :

a) Income taxes :

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

b) Defined Benefit Obligation :

The cost of the defined benefit gratuity plan and defined benefit leave encashment plan, the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary escalation and mortality rates, rates of employee turnover. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Salary escalation and gratuity increases are based on expected future inflation rates.

c) Fair value measurement of financial instruments :

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

F. Revenue Recognition:

The Company derives revenue primarily from sale of services. The Company is engaged in the business of renting of storage tanks and warehousing. Effective April 01, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) – "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 01, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets/liabilities have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services.

The Company does not expect to have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance obligation is satisfied.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS
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For performance obligation where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of services is recognised at a time on which the performance obligation is satisfied.

Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as 'unearned income' under liabilities.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of GST (Goods and Services Tax) and discounts.

Insurance Claims are recognised only when the claim is admitted/expected to be admitted and there is no uncertainty on receiving the claim.

Interest income is recognized using the effective interest rate method, taking into account the amount outstanding and the rate applicable.

G. Property, Plant and Equipment

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 01, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

H. Depreciation:

- a) Depreciation on Plant and Machinery and Building has been provided on Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- b) Depreciation on other assets has been provided on Written Down Value Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- c) For property, plant and equipment purchased / disposed off during the year, depreciation has been provided on pro-rata basis with reference to the useful life of the asset period, at the applicable rates.
- d) The estimated useful life of the property, plant and equipment are as given below :

Description of Asset	Useful Life
Leasehold Land	30 Years
Buildings	3 to 30 Years
Roads	5 Years
Plant & Machinery	10 to 25 Years
Furniture & Fixtures	10 Years
Office Equipment	3 to 10 Years
Computers	3 to 6 years
Vehicles	8 Years

- e) Depreciation on property, plant and equipment, whose actual cost does not exceed ₹ 5,000 is provided at the rate of hundred percent and is fully depreciated in the year of acquisition.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

- f) Premium on Leasehold Land/Concession Premium is amortised over the period of the lease/Concession period.
- g) Depreciation on Intangible Assets representing computer software has been provided on Written Down Value Method based on remaining useful life. The useful life as estimated by the management for computer software is 6 years.
- h) The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed at each financial year end.

I. **Capital Work-in-Progress:**

These are stated at cost to date relating to projects in progress, incurred during construction / pre-operative period (Net of income) and the same is allocated to the respective property, plant and equipment on the completion of their construction.

J. **Inventories:**

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

K. **Borrowing Cost:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying 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.

L. **Employee benefits:**

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be fully paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid at 15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020****M. Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

- Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the reporting date.

- Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognized outside the Statement of Profit and Loss are recognized outside the Statement of Profit and Loss, either in other comprehensive income or in equity.

Minimum Alternate Tax (MAT)

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit become eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note on Accounting for credit available in respect of minimum alternative tax under the Income Tax Act, 1961 issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT credit entitlement. The Company review the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period

N. Earnings Per Share:

Basic earnings per share is 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 period are adjusted for the effects of all dilutive potential equity shares.

O. Provisions:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

P. Contingent Liabilities and Contingent asset :

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

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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 asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

Contingent assets are neither recognized nor disclosed, in the financial statements except there is a virtual certainty to receive the same.

Q. Leases:

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Short-term leases and leases of low-value assets;

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Under Ind AS 17

In the comparative period, as a lessee the company classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in the company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Land under perpetual lease is accounted as finance lease which is recognised at upfront premium paid for the lease and the present value of the lease rent obligation. The corresponding liability is recognised as a finance lease obligation. Land under non-perpetual lease is treated as operating lease.

Operating lease payments for land are recognised as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

R. Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

S. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

T. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets which are not at fair value through the Statement of Profit and Loss, are adjusted to the fair value on initial recognition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

Financial Asset at amortised cost:

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income and the losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial Asset at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Asset is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through the Statement of Profit and Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Investment in subsidiaries is carried at cost in the financial statements.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

1. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
2. Financial assets that are debt instruments and are measured as at FVTOCI
3. Trade receivables or any contractual right to receive cash or another financial asset
4. Loan commitments which are not measured as at FVTPL
5. Financial guarantee contracts which are not measured as at FVTPL

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The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk rather; it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss.

Part II - Financial Liabilities

a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the Statement of Profit and Loss, loans and borrowings and payables.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through the Statement of Profit and Loss

Financial liabilities at fair value through the Statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through the Statement of Profit and Loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains / losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through the Statement of Profit and Loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees

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FOR THE YEAR ENDED 31ST MARCH 2020**

or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the Statement of Profit and Loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

U. Foreign Currency Transactions

Transactions in foreign currencies are accounted at the initially recorded exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates. 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.

Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are reported using the exchange rate prevalent at the date of transaction.

V. Segment Reporting

The Company is mainly engaged in Liquid Storage Business in India and there is no other reportable segment as required by Indian Accounting Standard 108.

W. Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is netted off with the related costs, which they are intended to compensate. Where the grant relates to property, plant and equipment, it is netted off with the specified property, plant and equipment if grants related to specific property, plant and equipment otherwise netted off on prorata basis to all eligible property, plant and equipment.

The loan or assistance is initially recognized and measured at fair value or nominal value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

NOTE 2 Property, Plant and Equipments, Capital Work in Progress, Right to use-Lease Assets and Intangible Assets (Owned, unless stated otherwise)

(₹ In Lakhs)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation			Net Block
	Balance as at 1st April, 2019	Additions	Disposals	Balance as at 1st April, 2019	Depreciation / amortization charge for the year	On Disposal/ Adjustment	Balance as at 31st March, 2020
(a) Property, Plant and Equipments							
(i) Land							
(1) Free Hold Land	498.32	-	-	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	32.21	11.92	-	214.92
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-	-
Total	757.48	-	-	32.32	11.92	-	713.24
(ii) Buildings (on Leased Land)	340.59	57.38	-	65.29	26.87	-	305.81
(iii) Plant and Equipment	2,157.65	6.11	-	330.81	111.19	-	1,721.76
(iv) Furniture and Fixtures	25.77	-	-	14.42	2.63	-	8.72
(v) Office Equipments	29.63	34.48	1.21	24.03	11.33	1.15	28.69
(vi) Vehicles	48.68	68.89	-	24.22	16.73	-	76.62
Total (a)	3,359.80	166.86	1.21	491.09	180.67	1.15	2,854.84
(b) Capital Work In Progress (Refer Note No 34)	8.33	-	-	-	-	-	8.33
(c) Right to Use - Lease Assets	-	5,230.06	-	-	163.64	-	5,066.42
(d) Intangible Assets							
Computer software	5.18	1.25	-	2.55	1.12	-	2.76
Total (a+b+c+d)	3,373.31	5,398.17	1.21	493.64	345.43	1.15	7,932.35

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

**NOTE 2 Property, Plant and Equipments, Capital Work in Progress, Right to use-Lease Assets and Intangible Assets (Owned, unless stated otherwise)
(FOR THE YEAR ENDED 31ST MARCH, 2019)**

(₹ In Lakhs)

PARTICULARS	Gross Block		Accumulated Depreciation/Amortisation			Net Block	
	Balance as at 1st April, 2018	Additions	Disposals	Balance as at 1st April, 2018	Depreciation / amortization charge for the year	On Disposal/ Adjustment	Balance as at 31st March, 2019
(a) Property, Plant and Equipments							
(i) Land							
(1) Free Hold Land	498.32	-	-	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	20.32	11.89	-	226.84
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-	-
Total	757.48	-	-	20.43	11.89	-	725.16
(ii) Buildings (on Leased Land)	336.98	3.61	-	48.42	16.87	-	275.30
(iii) Plant and Equipment	2,109.55	48.10	-	221.01	109.80	-	1,826.84
(iv) Furniture and Fixtures	23.04	2.73	-	10.92	3.50	-	11.35
(v) Office Equipments	27.45	2.18	-	15.05	8.98	-	5.60
(vi) Vehicles	64.83	10.74	26.89	30.69	10.68	17.16	24.46
Total (a)	3,319.33	67.36	26.89	346.52	161.72	17.16	2,868.71
(b) Capital Work In Progress							
(Refer Note No 34)	37.68	-	29.35	-	-	-	8.33
(c) Intangible Assets							
Computer software	5.18	-	-	0.85	1.70	-	2.55
Total (a+b+c)	3,362.19	67.36	56.24	347.37	163.42	17.16	2,879.67

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

3. NON CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
Investments (valued at cost)		
A) Investment in Unquoted Equity Instruments		
Subsidiary Company		
4,18,00,000 Equity Shares (Previous Year: 4,18,00,000) of ₹ 10/- each fully paid in Kesar Multimodal Logistics Limited	4,180.00	4,180.00
Extent of Holding:- 100% (Previous Year: 100%) of total issued and paid up Equity Share Capital of Kesar Multimodal Logistics Limited (Out of the above shares, 35.00 Lakhs shares are pledged to the lender of the subsidiary company.)		
Others		
200 Shares of ₹ 25 each fully paid in Jain Sahakari Bank Ltd (Previous Year: 200 Shares)	0.05	0.05
B) Investments in Unquoted Preference Shares		
Subsidiary Company		
3,48,30,000 Zero Coupon Redeemable Preference Shares (Previous Year: 3,48,30,000) of ₹ 10/- each fully paid in Kesar Multimodal Logistics Limited.	1,096.63	992.43
Extent of Holding:- 100% (Previous Year: 100%) of total issued and paid up Zero Coupon Redeemable Preference Share Capital of Kesar Multimodal Logistics Limited		
Contribution towards Equity Capital (Corporate Gurantee and Interest on Preference Shares and unsecured Loans)	4,139.32	3,966.02
{Aggregate amount of Unquoted Investments is ₹ 9,416.00 Lakhs (Previous Year: ₹ 9,138.50 Lakhs)}		
Total	9,416.00	9,138.50

4. NON-CURRENT FINANCIAL ASSETS - LOANS

Unsecured, Considered good

(a) Loans and Advances to Employees	0.71	0.43
(b) Loan to related party : Kesar Multimodal Logistics Ltd (Subsidiary Company)	2,176.11	1,643.55
Total	2,176.82	1,643.98

5. NON-CURRENT FINANCIAL ASSETS - OTHERS

Unsecured, Considered good

(a) Security Deposits	25.66	25.66
(b) Fixed Deposits with maturity of more than 12 months (Held as lien/security with various customers and government agencies)	16.09	15.90
(c) Interest accrued on Deposits	1.40	0.54
Total	43.15	42.10

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

6. DEFERRED TAX ASSETS (NET)	(₹ In Lakhs)	
PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
(a) Deferred Tax Assets		
i) Expenses allowable on payment basis for Tax purposes as per section 43B of Income Tax Act, 1961	32.74	15.77
ii) Fair Valuation of Investments	835.89	885.76
	868.63	901.53
(b) Deferred Tax Liability		
Impact of difference between carrying value of fixed asset as per tax base and as per financial statements	(340.97)	(346.78)
(c) Mat Credit Entitlement		
Net Deferred Tax Assets (a+b+c)	687.47	707.70
7. INVENTORIES		
Stores and spares		
(Valued at Lower of Cost and Net Realisable Value)		
	8.18	8.03
Total	8.18	8.03
8. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES		
Unsecured		
Considered Good	391.91	564.96
Considered Doubtful	8.00	11.53
Total	399.91	576.49
Less: Allowance for bad and doubtful debts	(8.00)	(11.53)
Total	391.91	564.96
Provision for doubtful debt has been made at 2% of the Trade Receivables.		
9. CASH AND CASH EQUIVALENTS		
(a) Balance with Banks		
On Current Accounts	332.46	98.61
(b) Cash on hand		
	1.19	0.40
Total	333.65	99.01
10. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
(a) Balance with Banks on unclaimed Dividend Accounts	15.95	13.05
(b) Fixed Deposits with original maturity of more than 3 months but less than 12 months	8.62	8.10
Total	24.57	21.15

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

PARTICULARS	(₹ In Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
11. OTHER FINANCIAL ASSETS - LOANS		
Unsecured , Considered Good		
(a) Loans and Advances to Employees	2.39	1.91
(b) Interest Accrued Loan to employees	0.01	-
Total	2.40	1.91
12. OTHER FINANCIAL ASSETS - OTHERS		
Unsecured, Considered good		
(a) Accrued Income	28.89	-
(b) Other advances recoverable in cash or kind	0.46	1.57
Total	29.35	1.57
13. OTHER CURRENT ASSETS		
Unsecured, Considered good		
(a) Prepaid expenses	31.41	22.31
(b) GST Input Credit	1.44	19.62
(c) Others	1.14	1.04
Total	33.99	42.97
14. CURRENT TAX ASSETS (NET)		
Income Taxes paid	45.16	-
(Net of provision for Tax of ₹1,213.44 lakhs)		
Total	45.16	-
15. SHARE CAPITAL		
Authorised		
2,50,00,000 (Previous Year: 2,50,00,000) Equity Shares of ₹ 5 each (Previous Year: ₹ 5 each)	1,250.00	1,250.00
25,00,000 (Previous Year: 25,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each (Previous Year: ₹ 10 each)	250.00	250.00
Issued, Subscribed & Fully Paid up		
1,09,26,475 (Previous Year: 1,09,26,475) Equity Shares of ₹ 5 each (Previous Year: ₹ 5 each) fully paid up	546.32	546.32
Total	546.32	546.32

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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

PARTICULARS	As at 31st March, 2020		As at 31st March, 2019	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the year	10,926,475	546.32	10,926,475	546.32
Shares issued during the year	-	-	-	-
Allotment of Shares on account of sub division	-	-	-	-
Issue on account of Bonus Shares	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,926,475	546.32	10,926,475	546.32

(b) Terms / rights attached to Equity Shares

- i) The Company has only one class of equity shares having a par value of ₹ 5 per share (Previous Year: ₹ 5 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.
- ii) During the current year, Final dividend for FY 2018-19 of ₹ 1 per Equity Share and Interim dividend of ₹ 1.25 per Equity Share for FY 2019-20 has been declared and paid .

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

PARTICULARS	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	3,014,439	27.59%	3,014,439	27.59%
Kesar Enterprises Limited	1,040,000	9.52%	1,040,000	9.52%
Vinayak Vasudeo Sahasrabudhe	640,348	5.86%	640,348	5.86%

(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)				
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	420,249	-	-
Shares bought back	-	-	-	-	-

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

16. OTHER EQUITY

PARTICULARS	(₹ In Lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
(a) General Reserve		
Opening Balance	2,974.99	2,974.99
(+) Transfers made during the year	1,000.00	-
Closing Balance	3,974.99	2,974.99
(b) Retained Earnings		
Opening balance	9,948.82	8,233.48
(+) Net Profit for the current year	1,413.34	1,847.07
(-) Final Dividend Paid	109.26	109.27
(-) Interim Dividend Paid	136.58	-
(-) Dividend Distribution Tax	50.53	22.46
(-) Transfer to General Reserve	1,000.00	-
Closing Balance	10,065.79	9,948.82
(c) Other Comprehensive Income		
Opening balance	(2.03)	(2.33)
(+) Addition during the year	(6.28)	0.30
Closing Balance	(8.31)	(2.03)
Total	14,032.47	12,921.78

17. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS

Secured Borrowings

Term Loans From Banks

(i) Corporate Loan

Term Loan II

- 109.34

Secured by exclusive charge on all tanks, movable Fixed Assets and Current Assets both present and future at Kandla. (Terminal I & II)

Terms of Repayments:- Repayable from Nov'2016 in 48 Equal Monthly Installments. Interest is payable at Base Rate of Lender Bank Plus 2.50% p.a. with monthly rest.

Term Loan III

- 49.31

Secured by exclusive charge on all tanks, movable Fixed Assets and Current Assets both present and future at Kandla. (Terminal I & II)

Terms of Repayments:- Repayable from Apr'2018 in 48 Equal Monthly Installments. Interest is payable at 1Year MCLR of Lender Bank Plus 3.90% p.a. with monthly rest.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
(ii) Vehicle Loans	51.07	12.39
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 9.90% p.a.		
Total Secured Borrowings	51.07	171.04
[Out of total Secured Borrowings of ₹ 67.62 Lakhs (Previous Year: ₹ 549.58 Lakhs), borrowings of ₹ 16.55 Lakhs (Previous Year: ₹ 378.54 Lakhs) having Current Maturities, have been disclosed in Note No.22]		
Total	51.07	171.04
 18. NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITY		
Lease Liability Payable	4,080.71	-
Total	4,080.71	-
 19. NON CURRENT PROVISIONS		
Provision for employee benefits		
Leave Encashment (unfunded)	61.08	54.57
Total	61.08	54.57
 20. TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises (refer note no. 45)	14.53	15.01
Total outstanding dues of creditors other than micro enterprises and small enterprises	406.17	624.58
Total	420.70	639.59
 21. CURRENT FINANCIAL LIABILITIES - LEASE LIABILITY		
Lease Liability payable	1,767.42	-
Total	1,767.42	-

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

22. CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ In Lakhs)

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
(a) Current maturities of long-term debt		
Current maturities of long-term debt - secured borrowings (refer note no. 17)	16.55	378.54
(b) Interest accrued but not due on borrowings	0.04	6.27
(c) Unclaimed dividends	15.93	13.06
(d) Unearned Income	-	74.32
Total	32.52	472.19

23. OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
(a) Advance from Customers	-	0.09
(b) Statutory Liabilities	52.48	105.38
(c) Payables -(For other contractual obligations)	0.39	3.50
(d) Payables -(For Capital Goods)	6.70	-
(e) Outstanding Liabilities for expenses	25.22	25.57
Total	84.79	134.54

24. CURRENT PROVISIONS

Provision for employee benefits

(a) Gratuity (Funded) {refer note no. 35}	20.63	2.59
(b) Leave Encashment (Unfunded)	27.29	16.68
Total	47.92	19.27

25. CURRENT TAX LIABILITIES (NET)

Provision for Income Tax	-	192.25
(Net of Income Taxes paid (Previous Year: ₹ 1462.29 Lakhs))		
Total	-	192.25

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

26. REVENUE FROM OPERATIONS

(₹ In Lakhs)

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services)	3,743.19	3,699.63
(b) Other operating revenue (Handling charges)	4.62	1.14
Total	3,747.81	3,700.77

27. OTHER INCOME

(a) Interest on		
(i) Fixed Deposits	8.95	2.67
(ii) Others	0.98	0.92
(iii) Loans, preference shares issued and Corporate Guarantee given to related party	344.56	316.60
(b) Credit Balance Written Back	3.77	3.12
(c) Allowance for doubtful Debts	3.53	-
(d) Sale of Scrap	-	10.24
(e) Profit on Sale of property plant and equipments	0.09	12.21
(f) Miscellaneous Receipts	1.80	2.51
Total	363.68	348.27

28. EMPLOYEE BENEFITS EXPENSE

(a) Salaries and Wages	702.35	651.77
(b) Contribution to Provident Fund	61.46	60.18
(c) Contribution to Gratuity Fund (refer note no. 35)	11.06	10.55
(d) Staff Welfare	18.37	14.45
Total	793.24	736.95

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

29. FINANCE COST

(₹ In Lakhs)

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a) Interest Expense	683.94	114.24
(b) Other Borrowing Costs		
(i) Finance Charges	-	-
(ii) Others including Bank Charges	0.23	0.44
Total	684.17	114.68

30. OTHER EXPENSES

(a) Storage & Handling Charges	48.93	51.78
(b) Power & Fuel	91.81	83.16
(c) Rent	28.95	513.33
(d) Repairs		
(i) Plant & Machinery	162.91	131.66
(ii) Buildings	-	-
(iii) Others	17.57	17.12
(e) Insurance	28.70	28.74
(f) Rates & Taxes	4.81	7.99
(g) Legal & Professional Fees	46.41	49.05
(h) Directors Sitting Fees	21.60	12.00
(i) Auditors Remuneration		
(i) Audit Fees	3.60	3.40
(ii) For Certification	2.40	2.10
(iii) Out Of Pocket Expenses	0.15	-
(j) Bad Debts Written off	-	21.68
(k) Allowance for doubtful Debts	-	4.11
(l) Travelling Expenses	55.71	44.74
(m) Conveyance	41.34	34.82
(n) Security Expenses	20.41	16.63
(o) Health & Safety Expenses	11.92	10.75
(p) Business Promotion Expenses	18.19	12.26
(q) Computer & Software Expenses	5.63	5.70
(r) Motor Car Expenses	12.83	14.58
(s) Office Expenses	11.85	17.44
(t) Listing Fees	6.90	5.40
(u) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note no 39)	32.33	-
(v) Miscellaneous Expenses	36.49	39.34
Total	711.44	1,127.78

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

31 Capital and other Commitments

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Other:		
Estimated amount of contracts remaining to be executed and not provided for	Nil	Nil
Total	Nil	Nil

32 Contingent Liabilities

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand on account of revision in rates of Lease Rent	4,326.99	3,128.13
ii) Additional demand on account of Transfer fee/upfront rent for change in name*	1,583.54	1,583.54
iii) Additional demand on of Electricity Charges **	53.42	53.42
iv) Additional Demand on account of Foreclosure	5.25	5.25
(b) Guarantee: (Refer Note No 33 (b))		
Corporate Guarantee given in favor of Banker's, towards credit facilities granted to Kesar Multimodal Logistics Limited (Subsidiary Company) (KMLL) to set up a "Composite Logistics Hub" at Powerkheda in Madhya Pradesh.	10,811.00	10,811.00
Bank Guarantee in favor of Commissioner of Customs, Kandla	3.75	3.75
Bank Guarantee in favor of Director General of Fire Services, Andhra Pradesh	9.33	9.33
(c) Disputed liability on account of Income Tax	7.92	-
Total	16,801.20	15,594.42

* Pursuant to Scheme of Demerger, the Company has requested Deendayal Port Trust (DPT) (formerly known as 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, DPT has raised a demand on account of such transfer/ upfront fee for change in the name. The Company has filed a writ petition in High Court of Gujarat, against the demand raised by the DPT and is of the view that the demand raised is likely to be deleted or substantially reduced and hence no provision is made in books of accounts. However, for certain portion of leasehold land where the lease period is expired and the same is pending for renewal by DPT, the Company has filed writ petition/application for the renewal of the said lease and is of the view that lease shall be renewed by DPT. Pending outcome of the writ petition filed in High Court of Gujarat, depreciation on Assets constructed at lease hold land has been charged as per the rates prescribed in Schedule II of the Companies Act 2013.

** Hon'ble High Court of Gujarat has set aside demand of Gujarat Electricity Board; contrarily Gujarat Electricity Board has filed Special Leave Petition in Supreme Court. Order is awaited.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

33 a) The Company, as at March 31, 2020, has a non-current investment that comprises of Equity Investment in the Subsidiary Company Kesar Multimodal Logistics Limited ('KMLL') amounting to ₹ 4,180.00 Lakhs (Previous Year ₹ 4180.00 Lakhs), Investment in zero coupon redeemable preference shares of KMLL amounting to ₹ 1,096.63 Lakhs (Previous Year ₹ 992.43 Lakhs) and contribution towards equity capital amounting to ₹ 4,139.32 Lakhs (Previous Year ₹ 3,966.02 Lakhs). Further, the Company has non-current loan in KMLL amounting to ₹ 2,176.11 Lakhs (Previous Year ₹ 1,643.55 Lakhs). KMLL has incurred substantial losses till current year and its net worth as at March 31, 2020 has been fully eroded. However, based on certain estimates and growth/business prospects, the management believes that the carrying value of the non-current investments and non-current loans are recoverable.

b) The total outstanding loans availed by the Company's subsidiary Kesar Multimodal Logistics Ltd (KMLL) as at 31.03.2020 is ₹ 13,071.31 Lakhs (Previous Year ₹ 11,507.36 Lakhs). Strategic Debt restructuring (SDR) of KMLL was invoked and approved by the Banks on 20.11.2017. However, upon withdrawal of the SDR scheme by RBI vide circular dated 12.02.2018, the account of KMLL has been classified as a Non-Performing Asset (NPA), thereafter Dena Bank has vide its letter dated 28.03.2018 recalled the loans from KMLL and invoked the Corporate Guarantee given by the Company, which has been contested by the Company.

KMLL had filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India against the applicability of the said RBI circular and the Hon'ble Supreme Court of India has, on 2.4.2019, quashed the impugned Circular dated 12.2.2018 issued by RBI as such all the actions taken under the said circular, including actions by which the Insolvency Code has been triggered must fall along with the said Circular.

Lender had filed petition in The National Company Law Tribunal (NCLT) Mumbai under the Insolvency and Bankruptcy Code (IBC) 2016 against KMLL for recovery of its dues and also against the Company for invocation of Corporate Guarantee. The petition of the lender against the Company is quashed by NCLT on 29.07.2019 and against KMLL on 02.12.2019. KMLL had filed Writ Petition in Mumbai High Court asking for reinstatement of Strategic Debt Restructuring (SDR), which was earlier approved by the lenders of KMLL but later withdrew the SDR due to RBI circular dated 12.2.2018. The said RBI circular has since been quashed by Supreme Court on 02.04.2019.

Further, KMLL had filed a Writ in the Hon'ble High Court of Bombay praying for reinstatement of the SDR the outcome of which is awaited.

34 Capital Work in Progress includes; (₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Preoperative Expenses		
Other Miscellaneous Expenses	8.33	8.33
Total	8.33	8.33

35 Employee Benefit

Defined Benefit Plan (Gratuity Fund) - Funded

In accordance with Indian Accounting Standard 19 "Employee Benefits", 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: (₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Present Value of benefit obligations	237.83	217.36
Fair Value of plan assets	(217.21)	(214.77)
Net liability /(Assets)	20.63	2.59
Amount in balance sheet		
Liabilities/ (Assets)	20.63	2.59

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Current service cost	10.86	11.14
Interest on obligation	0.20	(0.59)
Past Service Costs	-	-
Total included in employee benefit expense	11.06	10.55

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Opening defined benefit obligation	217.35	249.90
Current Service costs	10.86	11.14
Interest costs	16.87	19.69
Past Service Cost	-	-
Actuarial losses/ (gains)	9.82	(5.40)
Benefits paid	(17.07)	(57.98)
Closing defined benefit obligation	237.83	217.35

(d) The amount recognized in the other comprehensive Income (OCI) is as follows: (₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Actuarial (Gains)/Losses on obligation for the period	9.82	(5.40)
Return on Plan Assets, excluding interest income	-0.95	4.98
Net actuarial losses (gains) recognized in year	8.86	(0.42)

(e) The Reconciliation of liability in the Balance Sheet are as follows: (₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2020	For the year ended on 31st March 2019
Opening net Liability/ (asset)	2.59	(7.54)
Expenses recognized in Statement of Profit and Loss	11.06	10.55
Expenses recognized in OCI	8.86	(0.42)
Net Liability / (asset) Transfer In	-	-
Employers Contribution	(1.88)	-
Net Liability/(Assets) Recognised in the Balance Sheet	20.63	2.59

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(f) The amount recognized as Interest Cost in the statement are as follows:

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2020	For the year ended on 31st March 2019
Present Value of Benefit Obligation at the beginning	217.36	249.90
Fair Value of Plant Assets at the beginning	(214.77)	(257.43)
Net Liability / (Assets) At the Beginning	(2.59)	(7.53)
Interest Cost	16.87	19.69
Interest Income	(16.67)	(20.29)
Net Interest cost for Current Period	0.20	(0.59)

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

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Opening fair value of plan assets	214.76	257.43
Adjustment in funds	-	-
Expected return on plan assets	16.67	20.29
Actuarial gains / (losses)	0.95	(4.98)
Contributions by employer	1.89	-
Assets Transferred In /Acquisitions	-	-
Benefits paid	(17.07)	(57.98)
Closing fair value of plan assets	217.21	214.76

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

(h) Principal actuarial assumptions at the balance sheet date:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Discount rate	6.83%	7.76%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	6.83%	7.76%
Attrition rate	1.00%	1.00%
Mortality Tables	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

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 escalation is considered taking into account inflation, seniority promotion and other relevant factors.

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(i) Amounts for the current and previous four years are as follows: (₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended 31st March 2020	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Defined benefit obligation	237.83	217.36	249.90	230.80	211.25
Plan assets	217.21	214.77	257.43	193.95	188.00
Surplus/ (deficit)	20.63	(2.59)	7.53	(36.85)	(23.25)

(j) Experience Adjustment: (₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended 31st March 2020	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
On plan Liability (Gains)/ Losses	(4.12)	(7.12)	(4.13)	(4.36)	(2.53)
On plan Assets Gains/ (Losses)	0.95	(4.98)	4.70	(15.04)	(15.04)

Defined Contribution Plans

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 26.59 Lakhs (Previous Year ₹ 20.88 Lakhs).

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 61.46 Lakhs (Previous Year ₹ 60.18 Lakhs).

(k) Maturity Analysis of the Benefit Payments: From the Fund (₹ in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
1st Following Year	21.91	18.07
2nd Following Year	22.39	20.92
3rd Following Year	3.63	21.48
4th Following Year	30.06	3.49
5th Following Year	15.77	29.31
Sum of Years 6 To 10	120.45	118.32
Sum of Years 11 and above	203.76	209.74

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(l) Sensitivity Analysis

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Projected Benefit Obligation on Current Assumptions	237.83	217.36
Delta Effect of +1% Change in Rate of Discounting	(14.92)	(13.65)
Delta Effect of -1% Change in Rate of Discounting	16.89	15.44
Delta Effect of +1% Change in Rate of Salary Increase	14.58	13.36
Delta Effect of -1% Change in Rate of Salary Increase	(13.15)	(12.05)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.72)	0.14
Delta Effect of -1% Change in Rate of Employee Turnover	0.77	(0.18)

The Company has a defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

36. RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities, comprises borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. Market risk is applicable to variable rate borrowing. Equity risk is not applicable since company does not have equity investments. Foreign exchange risk is not applicable since the company does not have long term imports. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Risk Management	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Interest Rate Risk	Variable Rate Borrowing	Interest rate sensitivity	Mix of fixed versus floating rate

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

a) Ageing : (₹ in Lakhs)

PARTICULARS	As at March 31, 2020	As at March 31, 2019
0-180 days	399.91	572.79
More than 180 days	-	3.70
Total	399.91	576.49

b) Movement in expected credit loss allowance on trade receivables : (₹ in Lakhs)

PARTICULARS	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the year	11.53	7.42
Add:- Additional provision made	-	4.11
Less:- Provision write off	-	-
Less:- Provision reversed	3.53	-
Balance at the end of the year	8.00	11.53

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

The table below provides details regarding the maturities of significant financial liabilities as of 31st March, 2020 and 31st March, 2019

Year ended 31st March, 2020				(₹ in Lakhs)
PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	-	-	-	-
Car Loan	16.55	51.07	-	67.62
Trade Payables	420.70	-	-	420.70
Others	15.97	-	-	15.97
Lease liability	1,767.42	1,710.72	2,369.99	5,848.13

Year ended 31st March, 2019				(₹ in Lakhs)
PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	375.00	158.65	-	533.65
Car Loan	3.54	12.39	-	15.93
Trade Payables	639.59	-	-	639.59
Others	93.65	-	-	93.65
Lease liability	-	-	-	-

Interest rate risk

The Company has MCLR based borrowing and depending on the interest rate scenario, the company decides on the mix of fixed rate versus variable rate borrowing.

Interest rate sensitivity

Variable interest rate loans are exposed to interest rate risk, the impact on profit or loss before tax may be as follows:

(₹ in Lakhs)

PARTICULARS	Impact on profit before Tax	
	2019-20	2018-19
Interest rate – increase by 100 basis points (100 bps)	-	8.30
Interest rate – decrease by 100 basis points (100 bps)	-	-8.30

37. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the value of the share and to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
Net Debt		
a) Long term Borrowing and Other Current Liabilities	67.62	549.58
b) Cash and Cash Equivalent	333.65	99.01
Net Debt (a-b)	(266.03)	450.57
Equity		
c) Equity share capital	546.32	546.32
d) Other Equity	14,032.47	12,921.78
Total – Equity (c+d)	14,578.79	13,468.10
Net debt/Equity Ratio	-0.02	0.03

38. Financial Instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies. The carrying value of financial instruments by categories is as follows: (₹ in Lakhs)

PARTICULARS	March 31, 2020			March 31, 2019		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
- Investments	9,416.00			9,138.50		
- Other Non Current Assets	2,219.97			1,686.08		
- Trade Receivable	391.91			564.96		
- Cash and Cash equivalent	333.65			99.01		
- Other Bank Balances	24.57			21.15		
Current Financial Assets-Others	31.75			3.48		
Total financial Asset	12,417.85			11,513.18		
Financial Liabilities						
- Long term Borrowings	51.07			171.04		
- Lease Liability	5,848.13			-		
- Trade payable	420.70			639.59		
- Other Financial Liabilities	32.52			472.19		
Total financial liabilities	6,352.42			1,282.82		

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

39. CSR Expenditure:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
a) Gross Amount required to be spent by the Company during the year	43.72	45.87
b) Amount spent during the year	32.33	-

40. Segment Reporting

The Company is mainly engaged in Liquid Storage Business in India and there is no other reportable business and geographical segment as required by Indian Accounting Standard 108.

41. Related party disclosures under Indian Accounting Standard -24

Names of related parties and nature of related party relationships:

a) Key Management Personnel and their relatives:

Key Management Personnel:

Mr. H R Kilachand	Executive Chairman
Mr.Navlesh Kumar	CEO (w.e.f. 21.05.2018)
Mr.V.J. Doshi	CFO
Mrs. Sarika Singh	Company Secretary (w.e.f. 13.08.2018)

Relatives of Key Management Personnel:

Mr. Rohan H Kilachand	Son of Executive Chairman
Ms. Rohita H Kilachand	Daughter of Executive Chairman
Mrs. Nidhi R Kilachand	Daughter in Law 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
Seel Investment Pvt. Ltd.

c) Subsidiary Company:

Kesar Multimodal Logistics Limited

d) Others

Independent and Non-Executive Directors

Mr.A.S.Ruia
Mr.J.N.Godbole
Mr.R.S.Loona
Mr.J.K.Devgupta
Mrs.Nilima Ashok Mansukhani

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Disclosure of transactions with related parties and the status of outstanding balance as on 31st March, 2020:

(₹ in Lakhs)

PARTICULARS	Kesar Enterprises Limited	Kesar Multimodal Logistics Ltd	Kesar Corporation Ltd	H R Kilachand
(a) Transactions				
Reimbursement of Expenses	2.89 (7.33)			
Managerial Remuneration				124.91 (89.91)
Interest Paid			Nil (1.34)	
Advance/ Loan Repaid			Nil (35.00)	
Long term loans and advances-Classified as Loans		345.01 (441.73)		
Long term loans and advances-Classified as Contribution to Equity Capital of subsidiary		120.49 (154.27)		
(b) Balance outstanding				
Long term loans and advances-Classified as Loans		2,176.11 (1,643.55)		
Long term loans and advances-Classified as Contribution to Equity Capital of subsidiary		484.13 (551.19)		
Preference shares-Classified as investment in preference shares Investment		1,096.63 (992.43)		
Preference shares- Classified as Contribution to Equity Capital of subsidiary		2,386.37 (2,490.57)		
Investments in Equity Share Capital		4,180.00 (4,180.00)		
Corporate Guarantee		10,811.00 (10,811.00)		

(Figures in brackets represents previous year)

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Details of Director`s Sitting fees and commission paid to Independent and Non-Executive Directors

(₹ in Lakhs)

Name of the Director	For the year ended 31st March 2020		For the year ended 31st March 2019	
	Director`s Sitting fees	Commission paid	Director`s Sitting fees	Commission paid
Mr.A.S.Ruia	2.80	2.00	3.00	-
Mr.J.N.Godbole	2.40	2.00	3.20	-
Mr.R.S.Loona	3.00	2.00	3.20	-
Mrs.Nilima Ashok Mansukhani	2.20	2.00	1.40	-
Mr.J.K.Devgupta	1.20	2.00	1.20	-

Dividend Paid to Key Management Personnel and their relatives, Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence:

(₹ in Lakhs)

NAME	During the Year 2019-20	During the Year 2018-19
Harsh R Kilachand	11.22	4.99
Rohan Harsh Kilachand	6.87	3.05
Rohita Harsh Kilachand	6.83	3.03
Harsh Rajnikant Kilachand (HUF)	0.90	0.40
Indian Commercial Co. Pvt. Ltd.	7.61	3.38
Seel Investment Pvt. Ltd.	7.20	3.20
Indian Carat Pvt Ltd	0.33	0.15
Kesar Corporation Pvt Ltd	67.82	30.14
Kesar Enterprises Ltd	23.40	10.40
Vinayak Vasudeo Sahasrabudhe (Harsh Family Trust)	14.41	6.40

Key Management personnel compensation

(₹ in Lakhs)

Name	Designation	During the Year 2019-20	During the Year 2018-19
Navlesh Kumar	CEO	49.61	45.36
V.J. Doshi	CFO	94.34	86.55
Sarika Singh	Company Secretary	13.00	7.08

- 42 Loans and advances in the nature of loans given to Subsidiary Company/Guarantees given on behalf of Subsidiary in accordance with schedule V of SEBI(Listing Obligations & Disclosure requirements) Regulations, 2015 & Section 186 of the Companies Act, 2013.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Name of Entity: Kesar Multimodal Logistics Ltd.(KMLL)

(₹ in Lakhs)

Sr. No.	PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
1	Loan outstanding	2,176.11	1,643.55
	Maximum amount Outstanding	2,176.11	1,643.55
	Terms of Repayments & Repayment Schedule	Payable on demand after 01st April, 2021	Payable on demand after 01st April, 2021
	Purpose	Payment to contractor & administrative expenses	Payment to contractor & administrative expenses
2	Corporate Guarantee *	10,811.00	10,811.00
	Purpose	Payment to contractor & administrative expenses	Payment to contractor & administrative expenses
3	Investment in Equity Shares	4,180.00	4,180.00
	Investment in Preference Shares	1,096.63	992.43
4	Security given (Pledge of investment of 35.00 Lakhs equity shares of Kesar Multimodal Logistics Ltd with lender of KMLL)	350.00	350.00

* The total outstanding loans of Lenders as at 31st March 2020 is ₹ 13,071.31 Lakhs (Previous Year ₹ 11,507.36 Lakhs) against Corporate Guarantee.

43 Supplementary statutory information

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
(a) Expenditure in foreign currency (Foreign Travelling & Business Promotion Expenses)	30.39	13.91

44 Leases

MCA has issued Circular dated 30th March, 2019 for implementation of IND-AS 116 Leases with effect from 1st April, 2019. Accordingly, the Company has adopted modified retrospective approach as per para C8 (c)(ii) of IND AS 116, Leases, to its Leases with effect from 1st April, 2019. This has resulted in recognizing a right of use assets (an amount equal to the lease liability, adjusted by the prepaid lease rent) of ₹ 5,230.06 lakhs as at 1st April, 2019. In the statement of profit and loss for the current period, operating lease expenses has changed from rent to depreciation cost for the right of use assets and finance cost for interest accrued on lease liability.

The impact of change in accounting policy on account of adoption of Ind AS 116 is as follows :

(₹ in Lakhs)

PARTICULARS	Amount
Decrease in Property Plant and equipment by	-
Increase in lease liability by	5,230.06
Increase in rights of use by	5,230.06
Increase/Decrease in Deferred tax assets by	-

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PARTICULARS	Amount
Increase in finance cost by	659.27
Decrease in rent by	465.85
Increase in depreciation by	163.64
Other Expenses	0.15

Maturity analysis of lease liabilities

(₹ in Lakhs)

Maturity analysis –contractual undiscounted cash flows	As on 31st March, 2020
Less than one year	1,253.87
One to five years	3,111.27
More than five years	21,992.71
Total undiscounted lease liabilities at 31 March 2020	26,030.92
Lease liabilities included in the statement of financial position at 31 March 2020	5,848.13
Current	1,767.42
Non-Current	4,080.71

Amounts recognised in profit or loss

(₹ in Lakhs)

PARTICULARS	2019-20
Interest on lease liabilities	659.27
Variable lease payments not included in the measurement of lease liabilities	-
Income from sub-leasing right-of-use assets	-
Expenses relating to short-term leases	-
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	-

Amounts recognised in the statement of cash flows

(₹ in Lakhs)

PARTICULARS	2019-20
Total cash outflow for leases	27.76

- 45 The Micro, Small and Medium Enterprises to whom amount was payable and outstanding for more than stipulated period (as per the terms & conditions of the orders) are as under: -

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
The principal amount and the interest due thereon remaining unpaid to any supplier	-	13.31
The amount of Principal and interest paid beyond the appointed day	-	-
The amount of interest due and payable on delayed payments	-	0.44

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
The amount of interest accrued and remaining unpaid	-	0.44
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Act, 2006." Since the Company has not received any claims, hence interest is provided but not paid during the period.

46 Earnings per Share (EPS): (₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹ in Lakhs)	1,413.34	1,847.07
b) Weighted average number of Equity Shares Outstanding (Nos. in Lakhs)	109.26	109.26
Basic & Diluted EPS (₹)	12.94	16.90
Face Value per Share (₹)	5	5

47 Based on initial assessment, the Management does not expect any significant medium to long-term impact on the business of the Company due to the COVID-19 pandemic. The Company has evaluated the possible effects on the carrying amounts of property, plant and equipment, inventory and receivables basis the internal and external sources of information and determined, exercising reasonable estimates and judgements, that the carrying amounts of these assets are recoverable. Having regard to the above, and the Company's operating efficiency and gradually improving the liquidity position, there is no material uncertainty in meeting the financial obligations over the foreseeable future.

48 Tax Expenses

(a) Income tax expense (₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Current tax		
Profit for the year	325.00	423.00
Adjustments of prior year	(190.79)	(185.12)
Total-A	134.21	237.88
Deferred tax		
Deferred tax charge/(credit)	29.66	(84.72)
MAT credit Entitlement	-	(94.02)
Total-B	29.66	(178.74)
Total tax expense-A+B	163.87	59.14

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

b) Reconciliation of tax expense and the accounting profit

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Profit before tax	1,577.21	1,906.21
Income tax expense calculated at 29.12%	459.29	555.09
(i) Tax effect of:		
Add :		
Corporate social responsibility expenses not allowed as deduction	9.41	-
Provisions for Retirement Benefits	14.55	7.18
Difference in Depreciation and Amortisation	59.55	2.46
Previously unrecognised tax losses now recouped to reduce current tax expense	(4.37)	(4.87)
Deduction available as per section 80-IA of the Income Tax Act, 1961	(167.07)	(136.46)
Deferred Tax Expense for the year	27.35	(84.59)
Interest on lease liability	191.98	-
Profit on Sale of Fixed Assets	(0.03)	(3.56)
Additional Income as calculated by using effective interest rate	(100.34)	(92.19)
Rent expenses as per GAAP	(135.66)	-
Provisions for doubtful Debts	-	1.20
Excess provision of previous years reversed	(190.79)	(185.12)
Total Expenses	163.87	59.14

The following table provides the details of income tax assets and liabilities as at March 31, 2020 and March 31, 2019:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Income tax assets	1,258.62	1,462.29
Current income tax liabilities	1,213.44	1,654.54
Net balance	45.18	(192.25)

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

The gross movement in the current tax asset/ (liability) for the years ended March 31, 2020 and March 31, 2019 is as follows :

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Net current income tax Asset/(liability) at the beginning	(192.25)	(439.89)
Income tax paid (including MAT credit entitlement adjustment)	371.64	485.52
Current income tax expense	(325.00)	(423.00)
Previous years adjustment	190.79	185.12
Net current income tax asset/(liability) at the end	45.18	(192.25)

- 49 Pursuant to the enactment of the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act') which is effective from April 1, 2019, Domestic Companies have an option to pay corporate tax at the rate of 22% plus applicable surcharge and cess provided certain conditions are complied with. The Company has decided to continue with the existing Tax Structures till eligible deductions available and in future Company may decide to migrate to the new Tax Regime.
- 50 The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification/disclosure.

As per our report of even date attached
For and on behalf of

Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580
Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Terminals and Infrastructure Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Kesar Terminals and 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, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the consolidated state of affairs of the Group, as at March 31, 2020, their consolidated loss including other comprehensive income, consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 35 of the consolidated Ind AS financial statements in relation to preparation of the financial statements of Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary of the holding Company on going concern basis. KMLL has incurred losses during current and previous financial years and defaulted in repayment of borrowings to the banks. The financial statements of KMLL have been prepared on a 'going concern' on the basis of management's expectation of improvement in KMLL's revenues/profitability, continuous support from the Holding Company and positive outcome of the ongoing proceedings with the Banks. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Emphasis of Matter

We draw attention to Note 48 to the consolidated Ind AS financial statements which describes the effect of COVID-19 on the business of the Group and states that the Group has evaluated the possible effects on the carrying amounts of property, plant and equipment, inventory and receivables and determined that the carrying amounts of these assets are recoverable and there is no material uncertainty in meeting the financial obligations over the foreseeable future.

Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Management Discussion and Analysis Report and Corporate Governance Report but does not include the financial statements and our auditor's report thereon.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiary, which are companies incorporated in India, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material

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uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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 purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. The matters described in the Material Uncertainty Related to Going Concern section of our report, in our opinion, may have an adverse effect on the functioning of the Group;
- f. On the basis of the written representations received from the directors of the Holding Company and its Subsidiary Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and its Subsidiary Company respectively, none of the directors of the Group companies, is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act;
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, and the operating effectiveness of such controls, we give our separate report in the "Annexure".
- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

KESAR TERMINALS & INFRASTRUCTURE LIMITED

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided to their directors during the year by the Holding Company and its subsidiary company incorporated in India is in accordance with the provisions of section 197 of the Act;

- i. 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 Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, – Refer Note 34, 35 and 51 to the consolidated Ind AS financial statements;
 - (ii) The Group did not have any material foreseeable losses on long term contracts including derivative contracts;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company;

For **Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN : 20102580AAAABL7760

Place: Mumbai
Date: July 30, 2020

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ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to 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 Ind AS financial statements for the year ended March 31, 2020]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Kesar Terminals & Infrastructure Limited ("the Holding Company") as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of Holding Company and its subsidiary company, which are companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN : 20102580AAAABL7760

Place: Mumbai
Date: July 30, 2020

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CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

PARTICULARS		Note No.	As at	
			31st March 2020	31st March 2019
(₹ in Lakhs)				
I. ASSETS				
1	Non-current assets			
(a)	Property, plant and equipments	3	16,094.28	17,216.05
(b)	Capital work in progress	3	529.66	508.85
(c)	Right to Use - Lease Assets	3	6,070.14	-
(d)	Intangible assets	3	7.14	9.24
(e)	Financial Assets			
	(i) Investments	4	0.05	0.05
	(ii) Loans	5	0.71	0.43
	(iii) Others	6	76.19	58.18
2	Current assets			
(a)	Inventories	7	8.18	8.04
(b)	Financial Assets			
	(i) Trade receivables	8	490.72	652.14
	(ii) Cash and cash equivalents	9	358.67	138.69
	(iii) Bank balances other than cash and cash equivalents	10	134.77	21.15
	(iv) Loans	11	2.40	1.92
	(v) Others	12	29.35	1.93
(c)	Other current assets	13	123.88	141.37
(d)	Current tax assets (net)	14	70.60	22.54
	TOTAL		23,996.74	18,780.58
II. EQUITY AND LIABILITIES				
1	Equity			
(a)	Share capital	15	546.32	546.32
(b)	Other equity	16	1,722.33	3,709.44
2	Liabilities			
A	Non-current liabilities			
(a)	Financial liabilities			
	(i) Borrowings	17	51.07	171.65
	(ii) Lease Liability	18	4,563.25	-
	(iii) Others	19	-	383.40
(b)	Provisions	20	75.95	69.14
(c)	Deferred tax liabilities (net)	21	148.42	178.06
B	Current liabilities			
(a)	Financial Liabilities			
	(i) Trade payables	22		
	- Total outstanding dues of micro enterprises and small enterprises		15.88	19.36
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		551.15	746.97
	(ii) Lease Liability	23	2,422.65	-
	(iii) Others financial liabilities	24	13,104.44	11,981.84
(b)	Other current liabilities	25	744.35	759.32
(c)	Provisions	26	50.93	22.83
(d)	Current tax liabilities (net)	27	-	192.25
	TOTAL		23,996.74	18,780.58

Significant accounting policies

2

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of
Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

PARTICULARS	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I Revenue:			
Revenue from operations	28	4,184.72	4,185.53
Other income	29	21.92	40.61
Total Income		4,206.64	4,226.14
II Expenses:			
Employee benefits expense	30	962.16	934.00
Finance cost	31	2,505.17	1,797.03
Depreciation and amortization expense	3	1,149.65	927.97
Other expenses	32	1,160.47	1,713.02
Total Expenses		5,777.45	5,372.02
III Loss before tax (I-II)		(1,570.81)	(1,145.88)
IV Tax Expense:			
(a) Current tax		325.00	423.00
(b) Deferred tax including MAT credit entitlement		(20.21)	(89.93)
(c) Excess provision of earlier years written back		(190.41)	(185.12)
V Loss for the year (III-IV)		(1,685.19)	(1,293.83)
Loss for the year attributable to			
a. Owners of the Company		(1,685.19)	(1,293.83)
b. Non-Controlling Interest		-	-
VI Other Comprehensive Income			
A Items that will not be reclassified to profit or loss.			
(i) Measurements of defined employee benefit plans		(8.13)	1.40
(ii) Income tax relating to items that will not be reclassified to profit or loss.		2.58	(0.12)
B (i) Items that will be reclassified to profit or loss.		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss.		-	-
Total Other Comprehensive Income for the year (net of tax)		(5.55)	1.28
Total Other Comprehensive Income for the year attributable to			
a. Owners of the Company		(5.55)	1.28
b. Non-Controlling Interest		-	-
VII Total Comprehensive Income for the year (V + VI)		(1,690.74)	(1,292.55)
Total Comprehensive Income for the year attributable to			
a. Owners of the Company		(1,690.74)	(1,292.55)
b. Non-Controlling Interest		-	-
VIII Earnings per equity share of ₹ 5 each ;			
Basic (in ₹)	47	(15.42)	(11.84)
Diluted (in ₹)	47	(15.42)	(11.84)
Significant accounting policies	2		

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of
Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580
Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

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CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	(₹ in Lakhs)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET LOSS BEFORE TAX	(1,570.81)	(1,145.88)
Non-cash adjustments to reconcile loss before tax to net cash flows:		
Depreciation and amortisation	1,149.65	927.97
Interest Income	(11.65)	(6.55)
Interest and Finance Charges	2,505.17	1,797.03
Profit on sale of Fixed Assets	(0.14)	(12.21)
Provision/write back for doubtful receivables	(3.29)	4.94
Bad Debts	-	21.68
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,068.93	1,586.98
Movements in working capital:		
(Increase)/Decrease in Inventories	(0.15)	2.12
(Increase)/Decrease in Trade Receivables	164.71	(268.86)
(Increase)/Decrease in Other Current Financial Assets-Others	(27.77)	(1.36)
(Increase)/Decrease in Other Current Financial Assets-Loans	(0.48)	1.04
(Increase)/Decrease in Other non current Financial assets	(18.04)	70.58
(Increase)/Decrease in Other current assets	4.13	(3.23)
(Increase)/Decrease in Other non current assets	-	(5.00)
Increase / (Decrease) in Trade Payables	(210.41)	196.79
Increase / (Decrease) in Other Current Liabilities	(104.02)	11.75
Increase / (Decrease) in Current Provisions	19.97	7.30
Increase / (Decrease) in Non Current Provisions	6.81	13.14
CASH GENERATED FROM OPERATIONS	1,903.68	1,611.25
Taxes paid	(381.76)	(488.14)
NET CASH GENERATED FROM OPERATING ACTIVITIES (A)	1,521.92	1,123.11
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipment including intangible assets, Right of use Lease Assets & capital work in progress	(251.99)	(61.44)
Sale of Property, plant & equipment	0.24	21.95
Interest Received	9.75	24.33
Government Grant Received relating to Property, plant & equipment	12.08	70.59
NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	(229.92)	55.43
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Borrowings	(657.01)	(868.58)
Proceeds from Borrowings	60.75	8.76
Dividend Paid	(242.97)	(110.09)
Dividend Distribution Tax Paid	(50.53)	(22.46)
Interest Paid	(68.64)	(298.94)
NET CASH USED IN FINANCING ACTIVITIES (C)	(958.40)	(1,291.31)
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	333.60	(112.77)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	159.84	272.61
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	493.44	159.84
COMPONENTS OF CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS**	358.67	138.69
OTHER BANK BALANCES *	134.77	21.15
TOTAL CASH AND CASH EQUIVALENTS	493.44	159.84

KESAR TERMINALS & INFRASTRUCTURE LIMITED

* Other Bank balances includes Unclaimed Dividend of ₹ 15.95 Lakhs (previous year ₹ 13.05 Lakhs) which company can utilise only towards settlement of the respective unclaimed dividend and ₹ 110.20 Lakhs is held as lien with bank against bank guarantee

** Cash and Cash Equivalents includes ₹ 6.61 Lakhs (previous year ₹ 4.10 Lakhs) held as lien/security with bank and customer.

Note 1 : The Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Note 2 : The Amendments to Ind AS 7 Statement of Cash Flows requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash flows changes, suggesting inclusion of reconciliation between the opening and closing balance in balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April 2017 and the required disclosure is made below. There is no other impact on financial statements due to this amendment.

Changes in liabilities arising from financing activities.

PARTICULARS	As At 31st March, 2019	Net Cash Flow	Non Cash Changes		Other Non Cash Changes	As At 31st March, 2020
			Fair Value Changes	Current/ Non Current Classification		
Borrowings Non current	171.65	(103.42)	-	(17.16)	-	51.07
Other Financial Liabilities	383.40				(383.40)	-
Borrowings current	11,888.20	(492.83)	-	17.16	1,675.95	13,088.47

Note : Figures in brackets are outflows

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of
Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580
Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH , 2020

A : Equity Share Capital (Equity shares of ₹ 5 each issued, subscribed and fully paid) (₹ in Lakhs)

PARTICULARS	Numbers	Amount
Balance as at the April 1, 2018	10,926,475	546.32
Changes in equity share capital during the year 2018-19	-	-
Balance as at 31st March , 2019	10,926,475	546.32
Changes in equity share capital during the year 2019-20	-	-
Balance as at 31st March, 2020	10,926,475	546.32

B : Other Equity

PARTICULARS	Reserve and Surplus			Total Other Equity
	General Reserves	Retained Earnings	Other Comprehensive Income	
Balance as at March 31, 2018	2,974.99	2,160.66	(1.94)	5,133.71
Total Comprehensive income for the year				
Profit for the year	-	(1,293.83)	-	(1,293.83)
Other Comprehensive Income	-	-	1.28	1.28
Final Dividend Paid	-	(109.26)	-	(109.26)
Dividend Distribution Tax Paid	-	(22.46)	-	(22.46)
Dividend Distribution Tax Paid	-	-	-	-
Balance as at 31st March , 2019	2,974.99	735.11	(0.66)	3,709.44
Total Comprehensive income for the year				
Profit for the year	-	(1,685.19)	-	(1,685.19)
Other Comprehensive Income	-	-	(5.55)	(5.55)
Final Dividend Paid	-	(109.26)	-	(109.26)
Interim Dividend Paid	-	(136.58)	-	(136.58)
Dividend Distribution Tax Paid	-	(50.53)	-	(50.53)
Transfer to General reserve	1,000.00	(1,000.00)	-	-
Balance as at 31st March, 2020	3,974.99	(2,246.45)	(6.21)	1,722.33

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of
Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580

Place: Mumbai
Date: 30th July, 2020

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
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V J Doshi
Chief Financial Officer

A S Ruia
Director
DIN 00296622

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020****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, 47,53,113 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

Kesar Terminals and Infrastructure Ltd 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 Kakinada Port

Kesar Multimodal Logistics Ltd 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 Powerkheda, Madhya Pradesh, on Public Private Partnership (PPP) basis.

1 Principles of Consolidation

The Consolidated Financial Statements relate to Kesar Terminals & Infrastructure Ltd and its wholly owned Subsidiary Company Kesar Multimodal Logistics Ltd. The consolidated financial statements are prepared on the following basis :

- 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
- B Share of Non controlling 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.

Non controlling Interest in the net assets of subsidiary consists of:

- (i) The amount of share in Equity Shareholder's Funds attributable to the non controlling interest at the date on which investment in subsidiary is made; and
- (ii) The non controlling interest's share of movements in share in Equity Shareholder's Funds attributable to the minority, since the date the parent subsidiary relationship comes into existence.
- (iii) 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	100.00%

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 Statement of Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

B Basis of Measurement

The financial statements have been prepared on historical cost basis except the following:

- Certain financial assets and liabilities are measured at fair value;
- Defined benefit plans- plan assets measured at fair value.

C Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

D The functional currency of the Group is the Indian Rupee (₹). These financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except when otherwise stated.

E Use of Estimates

The preparation of financial statements in conformity with recognition and measurement principles of Ind AS requires the management to make judgments, 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 the 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 changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to the financial statements.

Key accounting estimates :

(i) Income taxes:

The Group's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) Defined Benefit Obligation:

The cost of the defined benefit gratuity plan and defined benefit leave encashment plan, the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates, rates of employee turnover. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020****(iii) Fair value measurement of financial instruments:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

F Revenue Recognition:

The Group derives revenue primarily from sale of services. Effective April 01, 2018, the Group has adopted Indian Accounting Standard 115 (Ind AS 115) – “Revenue from Contracts with Customers” using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 01, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets/liabilities have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those services.

The Group does not expect to have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs; or
2. The Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group’s performance does not create an asset with an alternative use to the Group and an entity has an enforceable right to payment for performance obligation is satisfied.

For performance obligation where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of services is recognised at a time on which the performance obligation is satisfied.

Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as ‘unearned income’ under liabilities.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of GST (Goods and Services Tax) and discounts.

Insurance Claims are recognised only when the claim is admitted/expected to be admitted and there is no uncertainty on receiving the claim.

Interest income is recognized using the effective interest rate method, taking into account the amount outstanding and the rate applicable.

G Property, Plant and Equipment

The Group had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 01, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Concession Premium paid/payable by the subsidiary Company to the Mandi Board for use of the land received under the concession agreement dated 24.10.2011 till the construction period is capitalized as fixed assets.

H Depreciation:

- (i) Depreciation on Plant and Machinery and Building 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.
- (ii) Depreciation on other assets 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.
- (iii) For property, plant and equipment purchased / disposed off during the year, depreciation has been provided on pro-rata basis with reference to the useful life of the asset period, at the applicable rates.
- (iv) The estimated useful life of the property, plant and equipment are as given below :

Description of Asset	Useful Life
Leasehold Land	30 to 44 Years
Buildings	3 to 30 Years
Roads	5 Years
Plant & Machinery	10 to 25 Years
Furniture & Fixtures	10 Years
Office Equipment	3 to 10 Years
Computers	3 to 6 years
Vehicles	8 Years

- (v) Depreciation on property, plant and equipment, whose actual cost does not exceed Rs.5,000 is provided at the rate of hundred percent and is fully depreciated in the year of acquisition.
- (vi) Premium on Leasehold Land/Concession Premium is amortised over the period of the lease/Concession period. Opening future lease rent already capitalised in previous years have been reversed and effect for the same is given as per newly implemented INDAS 116 in current year.
- (vii) Depreciation on Intangible Assets representing computer software has been provided on Written Down Value Method based on remaining useful life. The useful life as estimated by the management for computer software is 6 years.
- (viii) In case where property is having useful life more than lease/concession period, depreciation has been provided over the lease/concession period remaining from the year of capitalization.
- (ix) The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed at each financial year end.

I Capital Work-in-Progress:

These are stated at cost to date relating to projects in progress, incurred during construction / pre-operative period (Net of income) and the same is allocated to the respective property, plant and equipment on the completion of their construction.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020****J Inventories:**

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

K Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying 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.

L Employee benefits:**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be fully paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits**Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

M Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognized outside the Statement of Profit and Loss are recognized outside the Statement of Profit and Loss, either in other comprehensive income or in equity.

(iii) **Minimum Alternate Tax (MAT)**

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the MAT credit become eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note on Accounting for credit available in respect of minimum alternative tax under the Income Tax Act, 1961 issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT credit entitlement. The Group review the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income tax during the specified period.

N Earnings Per Share:

Basic earnings per share is 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:

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

P Contingent Liabilities and Contingent asset :

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 Group 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 Group does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are neither recognized nor disclosed, in the financial statements except when there is a virtual certainty to receive the same.

Q Leases:

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**

any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Under Ind AS 17

In the comparative period, as a lessee the company classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset

Assets held under other leases were classified as operating leases and were not recognized in the company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Land under perpetual lease is accounted as finance lease which is recognised at upfront premium paid for the lease and the present value of the lease rent obligation. The corresponding liability is recognised as a finance lease obligation. Land under non-perpetual lease is treated as operating lease.

Operating lease payments for land are recognised as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

R Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

S Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the statement of profit and loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

T Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Part I - Financial Assets

(i) Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets which are not at fair value through statement of profit and loss, are adjusted to the fair value on initial recognition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

Financial Asset at amortised cost:

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial Asset at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Asset is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through statement of Profit and Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

(iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(iv) Impairment of financial assets

The Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- (b) Financial assets that are debt instruments and are measured as at FVTOCI
- (c) Trade receivables or any contractual right to receive cash or another financial asset
- (d) Loan commitments which are not measured as at FVTPL
- (e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Group to track changes in credit risk rather; it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss.

Part II - Financial Liabilities

(i) Initial recognition and measurement

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the Statement of Profit and Loss, loans and borrowings and payables.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through statement of profit and loss

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains / loss are not subsequently transferred to statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through statement of profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the statement of profit and loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(iii) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

U Foreign Currency Transactions

Transactions in foreign currencies are accounted at the initially recorded exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates. 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.

Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are reported using the exchange rate prevalent at the date of transaction.

V Segment Reporting

Both the companies are mainly engaged in Logistics Business in India and there is no other reportable segment as required by Indian Accounting Standard 108.

W Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is netted off with the related costs, which they are intended to compensate. Where the grant relates to fixed asset, it is netted off with the specified fixed asset if grants related to specific fixed asset otherwise netted off on prorata basis to all eligible fixed assets.

The loan or assistance is initially recognized and measured at fair value and nominal value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**

NOTE 3 Property, Plant and Equipments, Capital Work in Progress , Right to use-Lease Assets and Intangible Assets (Owned, unless stated otherwise)

(₹ in Lakhs)

PARTICULARS	Gross Block				Accumulated Depreciation/Amortisation			Net Block Balance as at 31st March 2020
	Balance as at 1st April 2019	Additions	Adjustments/ Disposals	Balance as at 31st March 2020	Balance as 1st April 2019	Depreciation / amortization charge for the year	On Disposals/ Adjustment	
(a) Property, Plant and Equipments								
(i) Land								
(1) Free Hold Land	498.32	-	-	498.32	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	259.05	32.21	11.92	-	214.92
(3) Lease Hold Land Premium	0.11	-	-	0.11	0.11	-	-	-
(4) Land/Site Development	3,808.73	-	383.40*	3,425.33	255.24	77.38	-	3,092.71
Total	4,566.21	-	383.40	4,182.81	287.56	89.30	-	3,805.95
(ii) Buildings	6,644.79	60.58	-	6,705.37	729.91	255.87	-	5,719.59
(iii) Plant and Equipment	3,346.38	10.90	-	3,357.28	704.06	194.60	-	2,458.62
(iv) Plant and Equipment (Railway Siding)	5,334.47	-	-	5,334.47	996.04	338.53	-	3,999.90
(v) Furniture and Fixtures	27.97	-	-	27.97	15.70	2.87	-	9.40
(vi) Office Equipments	47.96	34.64	1.32	81.28	47.39	13.98	1.22	21.13
(vii) Vehicles	58.01	68.89	-	126.90	29.08	18.13	-	79.69
Total	20,025.79	175.01	384.72	19,816.08	2,809.74	913.28	1.22	16,094.28
(b) Capital Work in Progress	508.85	20.81	-	529.66	-	-	-	529.66
(c) Right to Use - Lease Assets	-	6,303.16	-	6,303.16	-	233.02	-	6,070.14
(d) Intangible Assets								
Computer software	36.59	1.25	-	37.84	27.35	3.35	-	7.14
Total (a+b+c+d)	20,571.23	6,500.23	384.72	26,686.74	2,837.09	1,149.65	1.22	22,701.22

* Note: ₹ 383.40 Lakhs is due to the reversal of future lease rentals capitalised in previous years to comply with newly implemented INDAS 116.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

NOTE 3 Property, Plant and Equipments, Capital Work in Progress and Intangible Assets (Owned, unless stated otherwise)
(FOR THE YEAR ENDED 31ST MARCH, 2019)

(₹ in Lakhs)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation				Net Block Balance as at 31st March 2019
	Balance as at 1st April 2018	Additions/ Adjustment	Adjustments/ Disposals	Balance as at 31st March 2019	Balance as at 1st April 2018	Depreciation / amortization charge for the year	On Disposals/ Adjustment	
(a) Property, Plant and Equip- ments								
(i) Land								
(1) Free Hold Land	498.32	-	-	498.32	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	259.05	20.32	11.89	-	226.84
(3) Lease Hold Land Premium	0.11	-	-	0.11	0.11	-	-	-
(4) Land/Site Development	3,808.73	-	-	3,808.73	168.74	86.50	-	3,553.49
Total	4,566.21	-	-	4,566.21	189.17	98.39	-	4,278.65
(ii) Buildings	6,690.91	3.61	49.73 *	6,644.79	483.33	246.58	-	5,914.88
(iii) Plant and Equipment	3,349.39	48.10	51.11 *	3,346.38	494.90	209.16	-	2,642.32
(iv) Plant and Equipment (Railway Siding)	5,334.47	-	-	5,334.47	658.44	337.60	-	4,338.43
(v) Furniture and Fixtures	25.24	2.73	-	27.97	11.88	3.82	-	12.27
(vi) Office Equipments	45.47	2.49	-	47.96	33.24	14.15	-	0.57
(vii) Vehicles	74.16	10.74	26.89	58.01	33.53	12.71	17.16	28.93
Total	20,085.85	67.67	127.73	20,025.79	1,904.49	922.41	17.16	17,216.05
(b) Capital Work In Progress	538.20	-	29.35	508.85	-	-	-	508.85
(c) Right to Use - Lease Assets	-	-	-	-	-	-	-	-
(c) Intangible Assets								
Computer software	36.59	-	-	36.59	21.79	5.56	-	9.24
Total (a+b+c+d)	20,660.64	67.67	157.08	20,571.23	1,926.28	927.97	17.16	17,734.14

* Amount shown under adjustments/disposal is on account of Government Grant received which is adjusted against the cost of related fixed assets.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

4. NON CURRENT FINANCIAL ASSETS - INVESTMENTS	(₹ in Lakhs)	
PARTICULARS	As at 31st March 2020	As at 31st March 2019
Investments (valued at cost)		
Investment in Unquoted Equity Instruments		
Other Investments		
200 Shares of ₹ 25 each fully paid in Jain Sahakari Bank Ltd (Previous year : 200 Shares)	0.05	0.05
{Aggregate amount of Unquoted Investments is ₹ 0.05 Lakh (Previous year : ₹ 0.05 Lakh)}		
Total	0.05	0.05
5. NON CURRENT FINANCIAL ASSETS - LOANS		
Unsecured, Considered good		
Loans and Advances to Employees	0.71	0.43
Total	0.71	0.43
6. NON-CURRENT FINANCIAL ASSETS - OTHERS		
Unsecured, Considered good		
(a) Security Deposits	58.70	40.77
(b) Fixed Deposits with maturity of more than 12 months (Held as lien/security with various Banks,customers and government agencies)	16.09	15.90
(c) Interest accrued on Deposits	1.40	0.53
(d) Advances to Suppliers for Capital Goods	-	0.98
Total	76.19	58.18
7. INVENTORIES		
Stores and spares		
(Valued at Lower of Cost or Net Realisable Value)	8.18	8.04
Total	8.18	8.04

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

8. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Unsecured		
Considered Good	490.72	652.14
Considered Doubtful	10.01	13.31
Total	500.73	665.45
Less: Allowance for bad and doubtful debts	(10.01)	(13.31)
Total	490.72	652.14

9. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(a) Balance with Banks		
(i) on Current Accounts	349.02	133.29
(ii) on Fixed Deposits Accounts with original maturity of less than 3 months (Held as lien/security with bank and customer)	6.61	4.09
(b) Cash on hand	3.04	1.31
Total	358.67	138.69

10. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(a) Balance with Banks on unclaimed Dividend Accounts	15.95	13.05
(b) Fixed Deposits with original maturity of more than 3 months but less than 12 months (includes ₹ 110.20 Lakhs (Previous Year Nil) is held as lien with bank against bank guarantee)	118.82	8.10
Total	134.77	21.15

11. CURRENT FINANCIAL ASSETS - LOANS

Unsecured, Considered Good

a) Loans and Advances to Employees	2.39	1.92
b) Interest Accrued on Loan to employees	0.01	-
Total	2.40	1.92

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

12. OTHER FINANCIAL ASSETS - OTHERS	(₹ in Lakhs)	
PARTICULARS	As at 31st March 2020	As at 31st March 2019
Unsecured , Considered Good		
a) Accrued Income	28.89	-
b) Other advances recoverable in cash or kind	0.46	1.93
Total	29.35	1.93
13. OTHER CURRENT ASSETS		
Unsecured, Considered good		
(a) Prepaid expenses	47.18	27.75
(b) GST Input Credit & Cash Ledger Balances	46.49	68.58
(c) Government Grant Receivable (MP State Gardening Mission)	18.17	30.25
(d) Others	2.28	1.25
(e) Advance to Vendors for Expenses	9.76	13.54
Total	123.88	141.37
14. CURRENT TAX ASSETS (NET)		
Income Taxes paid	70.60	22.54
(Net of Provision for Income Tax of ₹1213.44 lakhs)		
Total	70.60	22.54
15. SHARE CAPITAL		
Authorised		
2,50,00,000 (Previous year : 2,50,00,000) Equity Shares of ₹ 5 each (Previous year : ₹ 5 each)	1,250.00	1,250.00
25,00,000 (Previous year : 25,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each (Previous year : ₹ 10 each)	250.00	250.00
Issued, Subscribed & Fully Paid up		
1,09,26,475 (Previous year : 1,09,26,475) Equity Shares of ₹ 5 each (Previous year : ₹ 5 each) fully paid up	546.32	546.32
Total	546.32	546.32

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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

PARTICULARS	As at 31st March 2020		As at 31st March 2019	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the year	10,926,475	546.32	10,926,475	546.32
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,926,475	546.32	10,926,475	546.32

(b) Terms / rights attached to Equity Shares

- i) The Company has only one class of equity shares having a par value of ₹ 5 per share (Previous year : ₹ 5 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.
- ii) During the current year, Final dividend for FY 2018-19 of ₹ 1 per Equity Share and Interim dividend of ₹ 1.25 per Equity Share for FY 2019-20 has been declared and paid .

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

PARTICULARS	As at 31st March 2020		As at 31st March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	3,014,439	27.59%	3,014,439	27.59%
Kesar Enterprises Limited	1,040,000	9.52%	1,040,000	9.52%
Vinayak Vasudeo Sahasrabudhe	640,348	5.86%	640,348	5.86%

(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)				
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	420,249	-	-
Shares bought back	-	-	-	-	-

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

16. OTHER EQUITY

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) General Reserve		
Opening Balance	2,974.99	2,974.99
(+) Transfers made during the year	1,000.00	-
Closing Balance	3,974.99	2,974.99
(b) Retained Earnings		
Opening Balance	735.11	2,160.66
(+) Net Profit/(Loss) for the current year	(1,685.19)	(1,293.83)
(-) Final Dividend Paid	(109.26)	(109.26)
(-) Interim Dividend Paid	(136.58)	-
(-) Dividend Distribution Tax	(50.53)	(22.46)
(-) Transfer to General reserve	(1,000.00)	-
Closing Balance	(2,246.45)	735.11
(c) Other Comprehensive Income		
Opening Balance	(0.66)	(1.94)
(+) Addition during the year	(5.55)	1.28
Closing Balance	(6.21)	(0.66)
Total	1,722.33	3,709.44

17. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS

Secured Borrowings

(i) Term Loans From Banks

Corporate Loan

Term Loan II

- 109.34

Secured by exclusive charge on all tanks, movable Fixed Assets and Current Assets both present and future at Kandla. (Terminal I & II)

Terms of Repayments:- Repayable from Nov'2016 in 48 Equal Monthly Installments. Interest is payable at Base Rate of Lender Bank Plus 2.50% p.a. with monthly rest.

Term Loan III

- 49.32

Secured by exclusive charge on all tanks, movable Fixed Assets and Current Assets both present and future at Kandla. (Terminal I & II)

Terms of Repayments:- Repayable from Apr'2018 in 48 Equal Monthly Installments. Interest is payable at 1Year MCLR of Lender Bank Plus 3.90% p.a. with monthly rest.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(ii) Vehicle Loans	51.07	12.99
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 9.90% p.a.		
Total Secured Borrowings	51.07	171.65
[Out of total Secured Borrowings of ₹ 68.23 lakhs (Previous year : ₹552.49 lakhs), borrowings of ₹17.16 lakhs (Previous year : ₹ 380.84 lakhs) having Current Maturities, have been disclosed in note no.24]		
Total	51.07	171.65
18. NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITY		
Lease Liability Payable	4,563.25	-
Total	4,563.25	-
19. NON-CURRENT FINANCIAL LIABILITIES - OTHERS		
Mandi Board Premium Payable	-	383.40
Total	-	383.40
20. NON CURRENT - PROVISIONS		
Provision for employee benefits		
Gratuity (Funded) (refer note no.37)	6.62	5.88
Leave Encashment (Unfunded)	69.33	63.26
Total	75.95	69.14

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

21. DEFERRED TAX LIABILITIES (NET) INCLUDING MAT CREDIT ENTITLEMENT	(₹ in Lakhs)	
PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) Deferred Tax Assets		
Expenses allowable on payment basis for Tax purposes as per section 43B of Income Tax Act,1961	(32.74)	(15.77)
(b) Deferred Tax Liability		
Impact of difference between carrying value of fixed asset as per tax base and as per financial statements	340.97	346.78
(c) MAT credit entitlement		
	(159.81)	(152.95)
Net Deferred Tax Liabilities (a+b+c)	148.42	178.06
22. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises (refer note no. 46)	15.88	19.36
Total outstanding dues of creditors other than micro enterprises and small enterprises	551.15	746.97
Total	567.03	766.33
23. CURRENT FINANCIAL LIABILITIES - LEASE LIABILITY		
Lease Liability payable	2,422.65	-
Total	2,422.65	-
24. CURRENT FINANCIAL LIABILITIES - BORROWINGS AND OTHERS		
(a) Current maturities of long-term debt		
Current maturities of long-term debt - secured borrowings (refer note no. 17)	17.16	380.84
(b) Interest accrued but not due on borrowings		
	0.04	6.27
(c) Unclaimed dividends		
	15.93	13.05
(d) Recalled Long Term Borrowings including Interest (Secured) (also refer note no.17 & 35) *		
	13,071.31	11,507.36
(e) Unearned Income		
	-	74.32
Total	13,104.44	11,981.84

* Recalled Long Term Borrowings including Interest (Secured)-Project Loans

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Primary Security : Secured by way of 1st charge on all fixed assets excluding Land (since the land is given by the Mandi Board under the concession agreement) of the proposed composite logistics hub at Powerkheda, Madhya Pradesh on paripassu basis.

Collateral security : 2nd charge over all current assets (present & future) of the proposed Composite Logistics Hub at Powerkheda, Madhya Pradesh on paripassu basis.

Corporate Guarantee : Corporate guarantee of Kesar Terminals & Infrastructure Limited (Holding Company).

Terms of Repayment:

Term Loans are repayable in 16 to 28 equal quarterly installments after the moratorium period ranging from 3 to 4 years (previous year 3 to 4 years) from the date of first disbursement of the respective term loans.

Rate of interest:

Rate of Interest is in the range of 10.50% to 12.70% (PY 10.50% to 13.25%)

25. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) Income Received in Advance	-	0.09
(b) Advance from Customers	1.96	2.52
(c) Deposits from customers	13.00	-
(d) Payable to Related Party	-	-
(e) Statutory Liabilities	54.60	111.04
(f) Payables -(For other contractual obligations)	1.61	4.34
(g) Payables -(For Capital Goods)	604.45	589.94
(h) Outstanding Liabilities for expenses	68.73	51.39
Total	744.35	759.32

26. CURRENT PROVISIONS

Provision for employee benefits

(i) Gratuity (Funded) {refer note no. 37}	20.66	2.62
(ii) Leave Encashment (Unfunded)	30.27	20.21
Total	50.93	22.83

27. CURRENT TAX LIABILITIES (NET)

Provision for Income Tax	-	192.25
[Net of Advance Income Tax (Previous year : ₹1462.29 lakhs)]	-	-
Total	-	192.25

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

28. REVENUE FROM OPERATIONS

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services at Kandla, Gujarat and composite logistic hub at Powerkheda, Madhya Pradesh)	4,180.10	4,184.39
(b) Other operating revenue (Handling charges)	4.62	1.14
Total	4,184.72	4,185.53

29. OTHER INCOME

(a) Interest on		
(i) Fixed Deposits	10.39	4.10
(ii) Interest on Income Tax Refund	1.01	-
(iii) Others	1.25	2.45
(b) Credit Balance Written Back	3.77	9.11
(c) Sale of Scrap	-	10.24
(d) Allowance for doubtful Debts	3.53	-
(e) Profit on Sale of Property, Plant and Equipment	0.14	12.21
(f) Miscellaneous Receipts	1.83	2.50
Total	21.92	40.61

30. EMPLOYEE BENEFIT EXPENSE

(a) Salaries and Wages	862.27	836.18
(b) Contribution to Provident Fund	67.90	68.13
(c) Contribution to Gratuity Fund (refer note no. 37)	12.54	13.66
(d) Staff Welfare	19.45	16.03
Total	962.16	934.00

31. FINANCE COST

(a) Interest Expense	2,483.14	1,773.85
(b) Other Borrowing Costs		
(i) Finance Charges	21.80	22.74
(ii) Others including Bank Charges	0.23	0.44
Total	2,505.17	1,797.03

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32. OTHER EXPENSES

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(a) Storage & Handling Charges	48.93	51.78
(b) Transportation, Labour and Handling Charges	207.83	208.97
(c) Power & Fuel	125.86	123.05
(d) Rent	28.95	513.33
(e) Equipment Hire Charges	4.56	52.80
(f) Repairs		
(i) Plant & Machinery	184.27	139.76
(ii) Buildings	6.25	11.68
(iii) Others	26.85	32.34
(g) Insurance	34.08	38.91
(h) Rates & Taxes	29.77	45.67
(i) Business Promotion Expenses	19.79	12.80
(j) Legal & Professional Fees	119.43	164.43
(k) Directors Sitting Fees	24.60	15.60
(l) Auditors Remuneration		
(i) Audit Fees	5.85	5.65
(ii) For Certification	3.60	2.10
(iii) Out Of Pocket Expenses	0.39	0.28
(m) Bad Debts	-	21.68
(n) Allowance for doubtful debts	0.24	4.94
(o) Travelling Expenses	77.33	75.36
(p) Conveyance	41.34	39.33
(q) Security Service Charges	37.90	21.85
(r) Connectivity and Internet Charges	9.95	10.86
(s) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note 41)	32.33	-
(t) Health & Safety Expenses	11.92	10.75
(u) Computer & Software Expenses	5.63	5.70
(v) Motor Car Expenses	12.83	14.58
(w) Office Expenses	11.85	17.44
(x) Listing Fees	6.90	5.40
(y) Miscellaneous Expenses	41.24	65.99
Total	1,160.47	1,713.02

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

33 Capital and other Commitments

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Other:		
Estimated amount of contracts remaining to be executed and not provided for	1,130.50	1,135.18
Total	1,130.50	1,135.18

34 Contingent Liabilities

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand on account of revision in rates of Lease Rent	4,326.99	3,128.13
ii) Additional demand on account of Transfer fee/upfront rent for change in name*	1,583.54	1,583.54
iii) Additional demand on of Electricity Charges **	53.42	53.42
iv) Additional Demand on account of Foreclosure	5.25	5.25
b) Guarantee: (Refer note 35)		
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.(inclusive of Bank Guarantee issued in favour of Madhya Pradesh State Agricultural Marketing Board for ₹ 700 lakhs)	10,811.00	10,811.00
Bank Guarantee in favour of Commissioner of Customs, Kandla	3.75	3.75
Bank Guarantee in favour of Director General of Fire Services, Andhra Pradesh	9.33	9.33
Given to Principal Commissioner of Customs & Central Excise, Bhopal	50.00	50.00
Given to Food Corporation of India, New Delhi	110.20	-
Claims against the company not acknowledged as debts	427.79	427.79
c) Disputed liability on account of Income Tax	7.92	-
Total	17,389.19	16,072.22

* Pursuant to Scheme of Demerger, the Company has requested Deendayal Port Trust (DPT) (formerly known as 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, DPT has raised a demand on account of such transfer/ upfront fee for change in the name. The Company has filed a writ petition in High Court of Gujarat, against the demand raised by the DPT and is of the view that the demand raised is likely to be deleted or substantially reduced and hence no provision is made in books of accounts. However, for certain portion of leasehold land where the lease period is expired and the same is pending for renewal by DPT, the Company has filed writ petition/application for the renewal of the said lease and is of the view that lease shall be renewed by DPT. Pending outcome of the writ petition filed in High Court of Gujarat, depreciation on Assets constructed at lease hold land has been charged as per the rates prescribed in Schedule II of the Companies Act 2013.

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** Hon'ble High Court of Gujarat has set aside demand of Gujarat Electricity Board; contrarily Gujarat Electricity Board has filed Special Leave Petition in Supreme Court. Order is awaited.

- 35 The total outstanding loans availed by the Company's subsidiary Kesar Multimodal Logistics Ltd (KMLL) as at 31.03.2020 is ₹ 13,071.31 Lakhs (Previous Year ₹ 11,507.36 Lakhs). Strategic Debt restructuring (SDR) of KMLL was invoked and approved by the Banks on 20.11.2017. However, upon withdrawal of the SDR scheme by RBI vide circular dated 12.02.2018, the account of KMLL has been classified as a Non-Performing Asset (NPA), thereafter Dena Bank has vide its letter dated 28.03.2018 recalled the loans from KMLL and invoked the Corporate Guarantee given by the Company, which has been contested by the Company.

KMLL had filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India against the applicability of the said RBI circular and the Hon'ble Supreme Court of India has, on 2.4.2019, quashed the impugned Circular dated 12.2.2018 issued by RBI as such all the actions taken under the said circular, including actions by which the Insolvency Code has been triggered must fall along with the said Circular.

Lender had filed petition in The National Company Law Tribunal (NCLT) Mumbai under the Insolvency and Bankruptcy Code (IBC) 2016 against KMLL for recovery of its dues and also against the Company for invocation of Corporate Guarantee. The petition of the lender against the Company is quashed by NCLT on 29.07.2019 and against KMLL on 02.12.2019. KMLL had filed Writ Petition in Mumbai High Court asking for reinstatement of Strategic Debt Restructuring (SDR), which was earlier approved by the lenders of KMLL but later withdrew the SDR due to RBI circular dated 12.2.2018. The said RBI circular has since been quashed by Supreme Court on 02.04.2019.

Further, KMLL had filed a Writ in the Hon'ble High Court of Bombay praying for reinstatement of the SDR the outcome of which is awaited.

36 Capital Work in Progress includes

(₹ in Lakhs)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Building-Railways Warehousing	509.08	488.27
Truck Parking Area	9.53	9.53
Preoperative Expenses		
Other Miscellaneous Expenses	11.05	11.05
Total	529.66	508.85

37 Employee Benefit

Defined Benefit Plan (Gratuity Fund) - Funded

In accordance with Indian Accounting Standard 19 "Employee Benefits", 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:

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Present Value of benefit obligations	244.49	223.27
Fair Value of plan assets	(217.21)	(214.77)
Net liability /(Assets)	27.29	8.50
Amount in balance sheet		
Liabilities/ (Assets)	27.29	8.50

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Current service cost	12.66	13.96
Interest on obligation	0.67	(0.30)
Past Service Costs	-	-
Total included in employee benefit expense	13.33	13.66

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

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Opening defined benefit obligation	223.27	253.68
Current Service costs	12.66	13.96
Interest costs	17.34	19.99
Past Service Cost	-	-
Actuarial losses (gains)	8.30	(6.37)
Benefits paid	(17.07)	(57.98)
Closing defined benefit obligation	244.49	223.27

(d) The amount recognized in the other comprehensive Income (OCI) is as follows:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Actuarial (Gains)/Losses on obligation for the period	8.30	(6.38)
Return on Plan Assets, excluding interest income	(0.95)	4.98
Net actuarial losses (gains) recognized in year	7.34	(1.40)

(e) The Reconciliation of liability in the Balance Sheet are as follows:

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2020	For the year ended on 31st March 2019
Opening net Liability/ (asset)	8.50	(3.76)
Expenses recognized in Statement of Profit or Loss	13.33	13.66
Expenses recognized in OCI	7.34	(1.40)
Net Liability / (asset) Transfer In	-	-
Employers Contribution	(1.88)	-
Net Liability/(Assets) Recognised in the Balance Sheet	27.29	8.50

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(f) The amount recognized as Interest Cost in the statement are as follows:

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March 2020	For the year ended on 31st March 2019
Present Value of Benefit Obligation at the beginning	223.27	255.81
Fair Value of Plant Assets at the beginning	(214.77)	(257.43)
Net Liability / (Assets) At the Beginning	3.32	(1.62)
Interest Cost	17.34	20.16
Interest Income	(16.67)	(20.29)
Net Interest cost for Current Period	0.67	(0.12)

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

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Opening fair value of plan assets	214.76	257.43
Adjustment in funds	-	-
Expected return on plan assets	16.67	20.29
Actuarial gains / (losses)	0.95	(4.98)
Contributions by employer	1.89	0.00
Assets Transferred In/Acquisitions	-	0.00
Benefits paid	(17.07)	(57.98)
Closing fair value of plan assets	217.21	214.77

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

(h) Principal actuarial assumptions at the balance sheet date:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2020	For the year ended 31st March 2019
Discount rate	6.83%	7.76%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	6.83%	7.76%
Attrition rate	1.00%	1.00%
Mortality Tables	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

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.

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(i) Amounts for the current and previous four years are as follows: (₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended 31st March 2020	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
Defined benefit obligation	244.49	223.27	253.68	233.46	211.25
Plan assets	217.21	214.77	257.43	193.95	188.00
Surplus/ (deficit)	27.28	(8.50)	3.76	(39.51)	(23.25)

(j) Experience Adjustment: (₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended 31st March 2020	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016
On plan Liability (Gains)/ Losses	(6.82)	(8.03)	(5.01)	(3.90)	(2.53)
On plan Assets Gains/ (Losses)	0.95	(4.98)	4.70	(15.04)	(15.04)

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 26.52 Lakhs (Previous Year ₹ 23.77 Lakhs).

Defined Contribution Plans

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 67.40 Lakhs (Previous Year ₹ 68.13 Lakhs)

(k) Maturity Analysis of the Benefit Payments: From the Fund (₹ in Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
1st Following Year	21.94	18.08
2nd Following Year	22.43	20.94
3rd Following Year	3.71	21.51
4th Following Year	30.15	3.55
5th Following Year	15.87	29.37
Sum of Years 6 To 10	123.12	118.73
Sum of Years 11 and above	228.42	228.00

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(l) Sensitivity Analysis

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Projected Benefit Obligation on Current Assumptions	244.49	223.27
Delta Effect of +1% Change in Rate of Discounting	(15.99)	(14.54)
Delta Effect of -1% Change in Rate of Discounting	18.22	16.54
Delta Effect of +1% Change in Rate of Salary Increase	15.88	14.45
Delta Effect of -1% Change in Rate of Salary Increase	(14.22)	(12.95)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.90)	0.05
Delta Effect of -1% Change in Rate of Employee Turnover	0.98	(0.08)

The Company has a defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the following risks:

Interest rate risk: A fall in the discount rate which is linked to the Government Securities. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

38. RISK MANAGEMENT FRAMEWORK

The Company's principal financial liabilities, comprises borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

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The Company is exposed to credit risk and liquidity risk. Market risk is applicable to variable rate borrowing. Equity risk is not applicable since company does not have equity investments. Foreign exchange risk is not applicable since the company does not have long term imports. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk Management	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Interest rate risk	Variable Rate Borrowing	Interest rate sensitivity	Mix of fixed versus floating rate

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

a) Ageing :

(₹ in Lakhs)

PARTICULARS	As at March 31, 2020	As at March 31, 2019
0-180 days	461.51	639.41
More than 180 days	39.22	26.04
Total	500.73	665.45

b) Movement in expected credit loss allowance on trade receivables :

(₹ in Lakhs)

PARTICULARS	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the year	13.31	8.36
Add:- Additional provision made	0.24	4.95
Less:- Provision write off	-	-
Less:- Provision reversed	3.54	-
Balance at the end of the year	10.01	13.31

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Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2020 and March 31, 2019

Year ended 31st March, 2020

(₹ in Lakhs)

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	13,071.31	-	-	13,071.31
Car Loan	17.16	51.07	-	68.23
Trade Payables	567.03	-	-	567.03
Others	15.97	-	-	15.97
Lease Liability	2,422.65	2,103.96	2,459.29	6,985.90

Year ended 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	11,882.36	158.65	-	12,041.02
Car Loan	5.84	12.99	-	18.83
Trade Payables	766.33	-	-	766.33
Others	93.64	383.40	-	477.04

Interest rate risk

The Company has MCLR based borrowing and depending on the interest rate scenario, the company decides on the mix of fixed rate versus variable rate borrowing.

Interest rate sensitivity

Variable interest rate loans are exposed to interest rate risk, the impact on profit or loss before tax may be as follows:

(₹ in Lakhs)

PARTICULARS	Impact on profit before Tax	
	2019-20	2018-19
Interest rate – increase by 100 basis points (100 bps)	122.14	117.82
Interest rate – decrease by 100 basis points (100 bps)	(122.14)	(117.82)

39 Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the value of the share and to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
Net Debt		
Long term Borrowing and Other Current Liabilities	13,139.54	12,059.85
Cash and Cash Equivalent	358.67	138.69
	12,780.87	11,921.16
Equity		-
Equity share capital	546.32	546.32
Other Equity	1,722.33	3,709.44
	2,268.65	4,255.76
Net debt/Equity Ratio	5.63	2.80

40. Financial Instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies.

The carrying value of financial instruments by categories is as follows:

(₹ in Lakhs)

PARTICULARS	March 31, 2020			March 31, 2019		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
-Investments	0.05			0.05		
-Other Non Current Assets	76.90			58.61		
-Trade Receivables	490.72			652.14		
-Cash and Cash equivalents	358.67			138.69		
-Bank balances other than cash and cash equivalents	134.77			21.15		
-Current Financial Assets-Others	31.75			3.85		
Total financial Asset	1,092.86			874.49		
Financial Liabilities						
-Long term Borrowings	51.07			171.65		
-Lease Liability	6,985.90			-		
-Other Non Current Financial Liabilities	-			383.40		
-Trade payable	567.03			766.32		
-Other Financial Liabilities	13,104.44			11,981.84		
Total financial liabilities	20,708.44			13,303.21		

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

41. CSR Expenditure:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
a) Gross Amount required to be spent by the Company during the year	43.72	45.87
b) Amount spent during the year	32.33	-

42. Segment Reporting

Both the companies are mainly engaged in Logistics Business in India and there is no other reportable business and geographical segment as required by Indian Accounting Standard 108.

43. Related party disclosures under Indian Accounting Standard -24

Names of related parties and nature of related party relationships:

a) Key Management Personnel and their relatives:

Key Management Personnel:

Mr. H R Kilachand	Executive Chairman (w.e.f. 20.12.2017)
Mr. Mahesh Adapa	CEO (upto 28.02.2019)
Mr. Navlesh Kumar	CEO (w.e.f. 21.05.2018)
Mr. V.J. Doshi	CFO
Mrs. Sarika Singh	Company Secretary (w.e.f. 13.08.2018)

Relatives of Key Management Personnel:

Mr. Rohan H Kilachand	Son of Executive Chairman
Ms. Rohita H Kilachand	Daughter of Executive Chairman
Mrs. Nidhi R Kilachand	Daughter in Law 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
Seel Investment Pvt. Ltd.

c) Others-Independent and Non-Executive Directors

Mr.A.S.Ruia
Mr.J.N.Godbole
Mr.R.S.Loona
Mr.J.K.Devgupta
Mrs.Nilima Ashok Mansukhani

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Disclosure of transactions with related parties and the status of outstanding balance as on 31st March, 2020:

(₹ in Lakhs)

PARTICULARS	Kesar Enterprises Limited	Kesar Corporation Ltd	H R Kilachand	Jayanto Kumar Devgupta
(a) Transactions				
Reimbursement of Expenses	4.07 (9.76)			
Managerial Remuneration			124.91 (89.91)	Nil (1.58)
Retainership Fees & Driver's Reimbursement				5.50 (45.51)
Interest Paid		Nil (1.34)		
Loan Repaid		Nil (35.00)		
(b) Balance outstanding				
Retainership Fees & Driver's Reimbursement payable				- (7.03)

(Figures in brackets represents previous year)

Director's Sitting fees paid to Independent and Non-Executive Directors

(₹ in Lakhs)

Name of the Director	For the year ended 31st March 2020		For the year ended 31st March 2019	
	Director's Sitting Fees	Commission	Director's Sitting Fees	Commission
Mr. A.S. Ruia	4.30	2.00	4.80	-
Mr. J.N. Godbole	2.40	2.00	3.20	-
Mr. R.S. Loona	4.50	2.00	5.00	-
Mrs. Nilima Ashok Mansukhani	2.20	2.00	1.40	-
Mr. J.K. Devgupta	1.20	2.00	1.20	-

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Dividend Paid to Key Management Personnel and their relatives, Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence: (₹ in Lakhs)

Name	During the Year 2019-20	During the Year 2018-19
Harsh R Kilachand	11.22	4.99
Rohan Harsh Kilachand	6.87	3.05
Rohita Harsh Kilachand	6.83	3.03
Harsh Rajnikant Kilachand (HUF)	0.90	0.40
Indian Commercial Co. Pvt. Ltd.	7.61	3.38
Seel Investment Pvt. Ltd.	7.20	3.20
Indian Carat Pvt Ltd	0.33	0.15
Kesar Corporation Pvt Ltd	67.82	30.14
Kesar Enterprises Ltd	23.40	10.40
Vinayak Vasudeo Sahasrabudhe(Harsh Family Trust)	14.41	6.40

Key Management personnel compensation (₹ in Lakhs)

Name	Designation	During the Year 2019-20	During the Year 2018-19
Navlesh Kumar	CEO	49.61	48.03
V. J. Doshi	CFO	94.34	86.55
Sarika Singh	Company Secretary	13.00	12.04
Mahesh Adapa	CEO	-	44.54

44 Supplementary statutory information (₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
(a) Expenditure in foreign currency (Foreign Travelling & Business Promotion Expenses)	30.39	13.91

45 MCA has issued Circular dated 30th March, 2019 for implementation of IND-AS 116 Leases with effect from 1st April, 2019. Accordingly, the Company has adopted modified retrospective approach as per para C8 (c)(ii) of IND AS 116, Leases, to its Leases with effect from 1st April, 2019. This has resulted in recognizing a right of use assets (an amount equal to the lease liability, adjusted by the prepaid lease rent) of Rs.5,929.48 lakhs as at 1st April, 2019. In the statement of profit and loss for the current period, operating lease expenses has changed from rent to depreciation cost for the right of use assets and finance cost for interest accrued on lease liability.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

The impact of change in accounting policy on account on adoption of Ind AS 116 is as follows :

(₹ in Lakhs)

PARTICULARS	Amount
Decrease in Property Plant and equipment by	383.40
Increase in lease liability by	6,303.16
Increase in rights of use by	6,303.16
Increase/Decrease in Deferred tax assets by	-
Increase in finance cost by	725.06
Decrease in rent by	465.85
Increase in depreciation by	223.66
Other Expenses	58.32

Maturity analysis of lease liabilities

(₹ in Lakhs)

Maturity analysis –contractual undiscounted cash flows	As on 31st March, 2020
Less than one year	1,971.54
One to five years	3,568.59
More than five years	23,593.03
Total undiscounted lease liabilities at 31 March 2020	28,806.22
Lease liabilities included in the statement of financial position at 31 March 2020	698.59
Current	2,422.65
Non-Current	4,563.25

Amounts recognised in profit or loss

(₹ in Lakhs)

PARTICULARS	2019-20
Interest on lease liabilities	782.10
Variable lease payments not included in the measurement of lease liabilities	-
Income from sub-leasing right-of-use assets	-
Expenses relating to short-term leases	-
Expenses relating to leases of low-value assets,excluding short-term leases of low value assets	-

Amounts recognised in the statement of cash flows

(₹ in Lakhs)

PARTICULARS	2019-20
Total cash outflow for leases	85.93

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

- 46 The Micro, Small and Medium Enterprises to whom amount was payable and outstanding for more than stipulated period (as per the terms & conditions of the orders) are as under: - (₹ in Lakhs)

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
The principal amount and the interest due thereon remaining unpaid to any supplier	-	13.31
The amount of Principal and interest paid beyond the appointed day	-	-
The amount of interest due and payable on delayed payments	-	0.44
The amount of interest accrued and remaining unpaid	-	0.44
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Act, 2006." Since the Company has not received any claims, hence interest is provided but not paid during the period.

- 47 **Earnings per Share (EPS):**

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹ in Lakhs)	(1,685.19)	(1,293.83)
b) Weighted average number of Equity Shares Outstanding (Nos.)	10,926,475	10,926,475
Basic & Diluted EPS (₹)	(15.42)	(11.84)
Face Value per Share (₹)	5.00	5.00

- 48 Based on initial assessment, the Management does not expect any significant medium to long-term impact on the business of the Company due to the COVID-19 pandemic. The Company has evaluated the possible effects on the carrying amounts of property, plant and equipment, inventory and receivables basis the internal and external sources of information and determined, exercising reasonable estimates and judgements, that the carrying amounts of these assets are recoverable. Having regard to the above, and the Company's operating efficiency and gradually improving the liquidity position, there is no material uncertainty in meeting the financial obligations over the foreseeable future.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

49 Tax Expenses

(a) Income tax expense

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Current tax		
Profit for the year	325.00	423.00
Adjustments of prior year	(190.41)	(185.12)
Total-A	134.59	237.88
Deferred tax		
Deferred tax charge/(credit)	(20.21)	4.09
MAT credit Entitlement	-	(94.02)
Total-B	(20.21)	(89.93)
Total tax expense - (A+B)	114.38	147.95

b) Reconciliation of tax expense and the accounting profit

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Profit before tax	(1,570.81)	(1,145.88)
Loss of subsidiary not subject to tax	3,152.12	3,056.56
Consolidation adjustment	(4.10)	(4.47)
Net profit chargeable to tax	1,577.21	1,906.21
Income tax expense calculated at 29.12%	459.29	555.09
(i) Tax effect of:		
Add :		
Corporate social responsibility expenses not allowed as deduction	9.41	-
Provisions for Retirement Benefits	14.55	7.18
Difference in Depreciation and Amortisation	59.55	2.46
Previously unrecognised tax losses now recouped to reduce current tax expense	(4.37)	(4.87)
Deduction available as per section 80-IA of the Income Tax Act, 1961	(167.07)	(136.46)
Deferred Tax Expense for the year	(22.52)	4.22
Interest on lease liability	191.98	-
Profit on Sale of Fixed Assets	(0.03)	(3.56)
Additional Income as calculated by using effective interest rate	(100.34)	(92.19)
Rent expenses as per GAAP	(135.66)	-
Provisions for doubtful Debts	-	1.20
Excess provision of previous years reversed	(190.41)	(185.12)
Total Expenses	114.38	147.95

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

The following table provides the details of income tax assets and liabilities as at March 31, 2020 and March 31, 2019: (₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Income tax assets	1284.06	1,484.83
Current income tax liabilities	1213.44	1,654.54
Net balance	70.62	(169.71)

The gross movement in the current tax asset/ (liability) for the years ended 31st March, 2020 and 31st March, 2019 is as follows :

PARTICULARS	For the year ended 31st March 2020	For the year ended 31st March 2019
Net current income tax liability at the beginning	169.71	419.98
Income tax paid (including MAT credit entitlement adjustment)	(374.92)	(488.15)
Current income tax expense	325.00	423.00
Previous years adjustment	(190.41)	(185.12)
Net current income tax liability at the end	(70.62)	169.71

Since the subsidiary company has incurred losses during both the years, there is no tax payable for the year.

50 Additional information as required under Schedule III of Companies Act, 2013:

Name of the entity in the	For the Year Ended 31st March 2020							
	Net Assets i.e. total assets minus total liabilities		Share in profit/ (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹in Lakhs)	As % of consolidated profit/(loss)	Amount (₹in Lakhs)	As % of consolidated profit/(loss)	Amount (₹in Lakhs)	As % of consolidated profit/(loss)	Amount (₹in Lakhs)
Parent								
Kesar Terminals & Infrastructure Ltd	642.61%	14,578.79	(83.87%)	1,413.34	113.22%	(6.28)	(83.22%)	1,407.06
Subsidiary								
Indian								
Kesar Multimodal Logistics Limited	(135.59%)	(3,076.06)	187.07%	(3,152.49)	(13.22%)	0.73	186.42%	(3,151.76)
Intercompany Elimination and Consolidation Adjustments	(407.03%)	(9,234.08)	(3.20%)	53.96	0%		(3.19%)	53.96
Total	100.00%	2,268.65	100.00%	(1,685.19)	100.00%	(5.55)	100.00%	(1,690.74)
Owners of the Company		2,268.65		(1,685.19)		(5.55)		(1,690.74)
Non Controlling Interest in Subsidiary								

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Name of the entity	For the Year Ended 31st March 2019							
	Net Assets i.e. total assets minus total liabilities		Share in profit/ (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
Parent								
Kesar Terminals & Infrastructure Ltd	316.47%	13,468.10	(142.76%)	1,847.07	23.36%	0.30	(142.93%)	1847.37
Subsidiary								
Indian								
Kesar Multimodal Logistics Limited	(2.29%)	(97.57)	236.24%	(3,056.56)	76.64%	0.98	236.41%	(3,055.58)
Intercompany Elimination and Consolidation Adjustments	(214.18%)	(9,114.77)	6.52%	(84.34)	0.00%	-	6.52%	(84.34)
Total	100.00%	4,255.76	100.00%	(1,293.83)	100.00%	1.28	100.00%	(1,292.55)
Owners of the Company	-	4,255.76	-	(1,293.83)	-	1.28	-	(1,292.55)
Non Controlling Interest in Subsidiary	-	-	-	-	-	-	-	-

- 51 Pursuant to the enactment of the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act') which is effective from April 1, 2019, Domestic Companies have an option to pay corporate tax at the rate of 22% plus applicable surcharge and cess provided certain conditions are complied with. The Company has decided to continue with the existing Tax Structures till eligible deductions available and in future Company may decide to migrate to the new Tax Regime.
- 52 The balances in respect of Trade receivables, Trade Payables, Borrowings and Loan and advances are subject to confirmation and consequential reconciliation if any.
- 53 The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification/disclosure.

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of
Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No.101647W

Bhupendra T Nagda
Partner
Membership No.F 102580
Place: Mumbai
Date: 30th July, 2020

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

Sarika Singh
Company Secretary

Place: Mumbai
Date: 30th July, 2020

Annual Report 2019-2020

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

(₹ in Lakhs)

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, 2020
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	:	4180.00
6.	Reserves & surplus	:	(7256.06)
7.	Total assets	:	15,230.15
8.	Total Liabilities	:	18,306.21
9.	Investments	:	Nil
10.	Turnover	:	436.91
11.	Profit/(Loss) before taxation	:	(3,152.11)
12.	Provision for taxation	:	0.38
13.	Profit/(Loss) after taxation	:	(3,152.49)
14.	Proposed Dividend	:	Nil
15.	% of shareholding	:	100 %

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

1. Names of subsidiaries which are yet to commence operations : Nil
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

Sarika Singh
Company Secretary

Place: Mumbai
Date : 30th July, 2020



If undelivered please return to:

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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