

# Annual Report 2018-2019

Annexure 'A'

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2019

[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.	<b>Kesar Multimodal Logistics Limited</b> Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai - 400 020.	U74120MH2011PLC222597	Subsidiary Company	100%

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
(a). individual	1787133	33293	1820426	16.661	1787133	33236	1820369	16.66	-0.001
(b). Central Govt.		0				0			0
(c). State Govt(s).		0				0			0
(d). Bodies Corpp.	4727245	0	4727245	43.264	4727245	0	4727245	43.264	0
(e). FIINS / BANKS.		0				0			0
(f). Any Other		0				0			0
<b>Sub-total (A) (1):-</b>	<b>6514378</b>	<b>33293</b>	<b>6547671</b>	<b>59.925</b>	<b>6514378</b>	<b>33236</b>	<b>6547614</b>	<b>59.924</b>	<b>-0.001</b>
<b>(2). FOREIGN</b>									
(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

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(e). Qualified Foreign Investor		0				0			0
(f). Any Other Specify		0				0			0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>6514378</b>	<b>33293</b>	<b>6547671</b>	<b>59.925</b>	<b>6514378</b>	<b>33236</b>	<b>6547614</b>	<b>59.924</b>	<b>-0.001</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds	0	145	145	0.001	0	145	145	0.001	0
(b). Banks / FI	7025	1008	8033	0.074	573	1008	1581	0.014	-0.06
(c). Central Govt.	0	0	0	0		0			0
(d). State Govt.	0	0	0	0		0			0
(e). Venture Capital Funds		0				0			0
(f). Insurance Companies	527196	0	527196	4.825	527196	0	527196	4.825	0
(g). FIs	35000	0	35000	0.32	35000	0	35000	0.32	0
(h). Foreign Venture Capital Funds		0				0			0
(i). Others (specify)		0				0			0
<b>Sub-total (B)(1):-</b>	<b>569221</b>	<b>1153</b>	<b>570374</b>	<b>5.22</b>	<b>645284</b>	<b>1153</b>	<b>646437</b>	<b>5.915</b>	<b>0.695</b>
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	699299	2019	701318	6.419	624230	1294	625524	5.725	-0.694
(ii). Overseas		0				0			0
<b>(b). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2295792	308782	2604574	23.837	2383032	203013	2586045	23.668	-0.169
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	275391	0	275391	2.52	305397	0	305397	2.795	0.275
(c). Other (specify)									
Non Resident Indians	145375	291	145666	1.333	138424	0	138424	1.267	-0.066
Overseas Corporate Bodies		0				0			0
Foreign Nationals		0				0			0
Clearing Members	81481	0	81481	0.746	77034	0	77034	0.705	-0.041
Trusts		0				0			0
Foreign Boodies -D R		0				0			0
<b>Sub-total (B) (2):-</b>	<b>3497338</b>	<b>311092</b>	<b>3808430</b>	<b>34.855</b>	<b>3528117</b>	<b>204307</b>	<b>3732424</b>	<b>34.16</b>	<b>-0.695</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4066559</b>	<b>312245</b>	<b>4378804</b>	<b>40.075</b>	<b>4173401</b>	<b>205460</b>	<b>4378861</b>	<b>40.075</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>		<b>0</b>				<b>0</b>			<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>10580937</b>	<b>345538</b>	<b>10926475</b>	<b>100</b>	<b>10687779</b>	<b>238696</b>	<b>10926475</b>	<b>100</b>	<b>0</b>

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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	27.588	0	3014439	27.588	0	0
2	KESAR ENTERPRISES LTD.	1040000	9.518	0	1040000	9.518	0	0
3	VINAYAK VASUDEO SAHASRABUDHE* (Harsh Family Trust)	0	0	0	640348	5.861	0	5.861
4	MADHAVI HARSH KILACHAND*	640348	5.861	0	0	0	0	-5.861
5	HARSH RAJNIKANT KILACHAND	498738	4.564	0	498738	4.564	0	0
6	INDIAN COMMERCIAL CO PVT LTD	338174	3.095	0	338174	3.095	0	0
7	SEEL INVESTMENT PVT LTD	319852	2.927	0	319852	2.927	0	0
8	ROHAN HARSH KILACHAND	305241	2.794	0	305241	2.794	0	0
9	ROHITA HARSH KILACHAND	303409	2.777	0	303409	2.777	0	0
10	HARSH RAJNIKANT KILACHAND HUF	39929	0.365	0	39929	0.365	0	0
11	RAJNIKANT A KILACHAND HUF	20073	0.184	0	20073	0.184	0	0
12	INDIA CARAT PVT LTD	14780	0.135	0	14780	0.135	0	0
13	SHREEMATI AMBALAL KILACHAND	12631	0.116	0	12631	0.116	0	0
14	AMRISH RAJNIKANT KILACHAND**	43	0	0	0	0	0	0
15	RAMILA RAJNIKANT KILACHAND**	14	0	0	0	0	0	0

\* Note: Inter se transfer of shares among promoter group from Madhavi Kilachand to Harsh Family Trust.

\*\* Tranfered to IEPF.

## (iii) Change in Promoter's Shareholding(Please specify, if there is 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	
1	VINAYAK VASUDEO SAHASRABUDHE (Harsh Family Trust)			0	0	01-04-2018		

## KESAR TERMINALS & INFRASTRUCTURE LIMITED

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	
				01-02-2019	303388	Inter se Transfer of Shares through Gift Deed to Harsh Family Trust	303388	2.777
				08-02-2019	336960		336960	3.084
				31-03-2019			640348	5.861
2	MADHAVI HARSH KILACHAND	640348	5.861	01-04-2018				
				01-02-2019	-303388	Inter se Transfer of Shares through Gift Deed to Harsh Family Trust	303388	2.777
				07-02-2019	-336960		336960	3.084
				31-03-2019				
3.	AMRISH RAJNIKANT KILACHAND	43	0	01-04-2018				
				04-04-2018	-43	Transferred to IEPF	0	0
	-Closing Balance			31-03-2019			0	0
4.	RAMILA RAJNIKANT KILACHAND	14	0	01-04-2018				
				04-04-2018	-14	Transferred to IEPF	0	0
	-Closing Balance			31-03-2019			0	0

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 LIM	459488	4.205	01-04-2018		No Change	459488	4.205
	-Closing Balance			31-03-2019		No Change	459488	4.205

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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
2	MENTOR CAPITAL LIMITED	362769	3.320	01-04-2018				
	Closing Balance			31-03-2019		No Change	362769	3.320
3	RAJU AJIT BHANDARI	86254	0.789	01-04-2018				
				28-09-2018	501	Buy	86755	0.794
				05-10-2018	-292	Sold	86463	0.791
				12-10-2018	-658	Sold	85805	0.785
				26-10-2018	-861	Sold	84944	0.777
				22-02-2019	2620	Buy	87564	0.801
				08-03-2019	6766	Buy	94330	0.863
				15-03-2019	-700	Sold	93630	0.857
				22-03-2019	-301	Sold	93329	0.854
				29-03-2019	-100	Sold	93229	0.853
	-Closing Balance			31-03-2019			93229	0.853
4.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0	01-04-2018				
				13-04-2018	78991	Transferred to IEPF	78991	0.723
				28-09-2018	3524	Transferred to IEPF	82515	0.755
				31-03-2019			82515	0.755
5	NATIONAL INSURANCE COMPANY LTD	67708	0.620	01-04-2018				
	-Closing Balance			31-03-2019		No Change	67708	0.62
6	MUKESH BABU FINANCIAL SERVICES LIMITED	58240	0.533	01-04-2019				
	-Closing Balance			31-03-2019		No Change	58240	0.533
7	Gaurang Navinchandra Shah	41718	0.382	01-04-2018				
				06-04-2018	3100	Buy	44818	0.413

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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
				20-04-2018	-2255	Sold	42563	0.390
				27-04-2018	-1545	Sold	41018	0.375
				01-06-2018	-1500	Sold	39518	0.362
				23-11-2018	1169	Buy	40687	0.372
				30-11-2018	1415	Buy	42102	0.385
				14-12-2018	505	Buy	42607	0.390
				22-02-2019	-20	Sold	42587	0.390
				08-03-2019	-779	Sold	41808	0.383
				15-03-2019	-790	Sold	41018	0.375
				29-03-2019	500	Buy	41518	0.380
	-Closing Balance			31-03-2019			41518	0.380
8	GAURANG NAVINCHANDRA SHAH HUF	22588	0.207	01-04-2018				
				06-04-2018	15000	Buy	37588	0.346
	-Closing Balance			31-03-2019			37588	0.344
9	PREMIER INVESTMENT FUND LIMITED	35000	0.320	01-04-2018				
	-Closing Balance			31-03-2019		No Change	35000	0.320
10	ROYCE VENTURES PVT LTD	13980	0.128	01-04-2018				
				29-06-2018	10872	Buy	24852	0.227
				06-07-2018	1520	Buy	26372	0.241
				13-07-2018	3941	Buy	30313	0.277
				20-07-2018	3667	Buy	33980	0.311
	-Closing Balance			31-03-2019			33980	0.311
11	GIRISH KULKARNI	31812	0.291	01-04-2018				
	-Closing Balance			31-03-2019		No Change	31812	0.291
12	SANDEEP RAVINDRA SHAH	25000	0.229	01-04-2018				
	-Closing Balance			31-03-2019		No Change	25000	0.229
13	AKUM MERCANTILE COMPANY PRIVATE LIMITED	29000	0.265	01-04-2018				
				15-02-2019	-2866	Sold	26134	0.239
				01-03-2019	-1311	Sold	24823	0.227
				08-03-2019	-20483	Sold	4340	0.040
	-Closing Balance			15-03-2019	-4340	Sold	0	0.000

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## (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		No Change		4,98,738	4.56
2	Anil Kumar S Ruia	1456	0.013		No Change		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		No Change		291	0.003

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

## E. INDEBTEDNESS

### I 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	11,62,06,012	-	-	11,62,06,012
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	12,43,078	-	21,400	12,64,478
<b>Total (i+ii+iii)</b>	<b>11,74,49,090</b>	<b>-</b>	<b>21,400</b>	<b>11,74,70,490</b>
Change in Indebtedness during the financial year				
• Addition	8,76,000	-	-	8,76,000
• Reduction	6,27,39,836	-	(21,400)	6,27,61,236
Net Change	(6,18,63,836)			6,18,85,236
Indebtedness at the end 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	6,26,856	-	-	6,26,856
<b>Total (i+ii+iii)</b>	<b>5,55,85,255</b>	<b>-</b>	<b>-</b>	<b>5,55,85,255</b>

# KESAR TERMINALS & INFRASTRUCTURE LIMITED

## 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	8,415,000	8,415,000
	(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)	8,415,000	8,415,000
	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	Smt Nilima Ashok Mansukhani*	
<b>1. Independent Directors</b>					
• Fee for attending board / committee meetings	3,00,000	3,20,000	3,20,000	1,40,000	10,80,000
• Commission					
• Others, please specify					
Total (1)					
<b>2. Other Non-Executive Directors</b>	<b>Shri J K Devgupta</b>				
• Fee for attending board / committee meetings	1,20,000				1,20,000
• Commission					
• Others, please specify					
Total (2)					
Total (B)=(1+2)					
Total Managerial Remuneration					
Overall Ceiling as per the Act					

\*Appointed w.e.f. 21.05.2018.



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## 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	77,77,440	716,194	40,76,555	1,25,70,189
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit				
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>77,77,440</b>	<b>716,194</b>	<b>40,76,555</b>	<b>1,25,70,189</b>

Note: \*Appointed w.e.f 13.08.2018, # appointed w.e.f.21.05.2018.

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

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