



KESAR TERMINALS & INFRASTRUCTURE LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai - 400 020, India. Website : <http://www.kesarinfra.com>
Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 Email : headoffice@kesarinfra.com
CIN : L45203MH2008PLC178061 GSTN : 24AADCK2945C1ZR

16th November, 2023

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

Scrip Code: 533289

Dear Sir,

Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI Listing Regulations, as amended, we enclose herewith a copy of Notice of Postal Ballot dated 10th November, 2023, seeking approval of the Members of the Company for the following:

Type	Description
Ordinary Resolution	Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company.

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) & Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) as amended from time to time read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the **'MCA Circulars'**) and other applicable laws and regulations, the item of special business as set out in the Postal Ballot Notice is proposed to be passed by the Members of Kesar Terminals & Infrastructure Limited (**"KTIL"** or **"the Company"**) through remote electronic voting (**'remote e-voting'**) only, the Company has dispatched the postal ballot notice on Thursday, 16th November, 2023, through electronic mode only, to those Members whose e-mail ID's are registered with the Company/ RTA/ Depositories as on Friday, 10th November, 2023 ("cut-off date").

Remote E-Voting Details		
1.	Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this Notice of postal ballot]	Friday, 10 th November, 2023
2.	Date and time of commencement of Remote e-voting	Friday, 17 th November, 2023 (at 9.00 a.m. IST)



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3.	Date and time of conclusion of Remote voting	Saturday, 16 th December, 2023 (at 5:00 p.m. IST)
4.	Date of declaration of voting results	On or before Tuesday, 19 th December, 2023 before 6:00 p.m.
5.	Manner of voting	Voting through electronic means (Remote E-Voting) only.
6.	Detailed Procedure for Remote E-Voting	Mentioned in notes to the Postal Ballot
7.	Agency appointed for providing remote voting facility to the Members	Link Intime India Private Limited ("LI IPL")

The instructions for e-voting are set out in the notes to the Postal Ballot Notice under the section "Instructions for Remote e-voting". The copy of the said Postal Ballot Notice is being made available on the website of the Company, viz. www.Kesarinfra.com and on the websites of BSE Limited www.bseindia.com. It is also being made available on the website of LI IPL at <https://instavote.linkintime.co.in/>. We request you to take the above on record.

Thanking you.

Yours faithfully,

For Kesar Terminals & Infrastructure Limited

Sarika Singh
Company Secretary



KESAR TERMINALS & INFRASTRUCTURE LIMITED

CIN: L45203MH2008PLC178061

Registered Office: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020

Email: headoffice@kesarinfra.com; website: www.kesarinfra.com; Tel: 022-22042396; Fax: (+91-22)22876162

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) & Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) as amended from time to time read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the **'MCA Circulars'**) and other applicable laws and regulations, the item of special business as set out in the Postal Ballot Notice is proposed to be passed by the Members of Kesar Terminals & Infrastructure Limited (**"KTIL"** or **"the Company"**) through remote electronic voting (**'remote e-voting'**) only. The proposed resolution together with the explanatory statement setting out the material facts, reasons for the passing of the Ordinary Resolution is annexed hereto along with this Postal Ballot Notice, for your consideration.

The Board of Directors of the Company has appointed Shri Dhrumil M Shah (FCS:8021) of M/s. Dhrumil M Shah & Co. LLP, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the Remote E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Section 110 read with Section 108 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. Link Intime India Pvt. Ltd (**"RTA"**), will provide remote e-voting facility to Members. The procedure for remote e-voting is provided in the Notes to this Notice.

The remote e-voting period commences from 9.00 a.m. (IST) on **Friday, 17th November, 2023** and ends at 5.00 p.m. (IST) on **Saturday, 16th December, 2023**. The e-voting module shall be disabled thereafter. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

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SPECIAL BUSINESS:

1. Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director designated as Executive Chairman of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 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, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) & relevant provisions of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be required, the consent of the members be and is hereby accorded for the re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a 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, 2023 up to 19th December, 2026 upon the terms and conditions as recommended by the Nomination and Remuneration Committee(“NRC”) & approved by the Board of Directors (‘Board’).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said reappointment and remuneration in such manner as may be agreed to between the Board of Directors and Shri Harsh R Kilachand within terms and conditions as mentioned below:

I. SALARY:

- a. Salary: In the scale of Rs. 2,00,000/- per month to Rs.7,50,000/- per month as may be decided by Board of Directors based on the performance of the Company subject to specified ceiling limit of the managerial remuneration under the provisions of section 197 read with schedule V of the Act.
- b. Incentives, not exceeding the specified ceiling limit 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 & Perquisites as provided herein.

II Perquisites: Shri Harsh Rajnikant Kilachand shall be entitled to House Rent Allowance (not exceeding 60% of the salary as mentioned at (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 Harsh R Kilachand.

Shri Harsh 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;
- 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.

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“RESOLVED FURTHER THAT Shri Harsh 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 of Directors be and is hereby authorised take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Registered Office:

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

Tel: 022-22042396

Email: headoffice@kesarinfra.com

Website: www.kesarinfra.com

CIN: L45203MH2008PLC178061

Date: 10th November, 2023

Place: Mumbai

Sarika Singh
Company Secretary
ACS: 24186

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, 10th November, 2023 ('cut-off date')** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, 10th November, 2023**.
4. This Postal Ballot Notice will also be available on the Company's website at www.kesarinfra.com, website of the BSE Limited at www.bseindia.com & on the website of Link Intime India Pvt. Ltd at www.linkintime.com.
5. The Portal for remote e-voting will remain open for the Members for exercising their voting from **Friday, 17th November, 2023** at 09:00 a.m. India Standard Time (“IST”) till **Saturday, 16th December, 2023** at 05:00 p.m. (IST) (“conclusion time”), both days inclusive. Please note that remote e-voting module will be disabled for voting by Link Intime India Private Limited after the said conclusion time. During this period, the Members of the Company holding shares either in physical form or dematerialized form as on **Friday, 10th November, 2023 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

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6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories/RTA shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off date should treat this Postal Ballot Notice for information purpose only.
7. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting for Postal Ballot i.e. **Saturday, 16th December, 2023.**
8. All documents referred to in the Notice have been posted on the website of the Company www.kesarinfra.com.
9. Members who have not yet registered their e-mail address are requested to get their e-mail addresses admitted by following the procedure given below:
 - a) In respect of shares held in physical form, Members who want to register their email address will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from Link Intime India Private Limited ('RTA') website at www.linkintime.com. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents at rnt.helpdesk@linkintime.co.in.
 - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.

10. VOTING RESULTS:

The Scrutinizer Shri Dhruvil M Shah (FCS: 8021), of M/s. Dhruvil M Shah & Co. LLP, Practicing Company Secretaries will submit his report to the Chairman or any person authorized by him after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, 19th December, 2023 before 6:00 p.m. and will be displayed along with the Scrutiniser's Report:

- (i) at the Registered Office of the Company;
- (ii) on the website of the Company i.e. www.kesarinfra.com
- (iii) on the website of LIPL i.e. <https://instavote.linkintime.co.in> and communicated to BSE Limited where the equity shares of the Company are listed.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL.

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

2. Individual Shareholders holding securities in demat mode with CDSL.

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

A. User ID:

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

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

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

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

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

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

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

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

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the

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information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to or any person authorized by him retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

Link Intime India Private Limited

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Re-appointment of Shri Harsh Rajnikant Kilachand (DIN: 00294835) as Whole-Time Director designated as Executive Chairman of the Company.

Shri Harsh R Kilachand was appointed as the Whole Time Director (“WTD”) designated as ‘Executive Chairman’ of the Company with effect from 20.12.2017 till 19.12.2020 by way of a Special Resolution passed by the members at the 10th Annual General Meeting of the Company. He was then reappointed as WTD designated as ‘Executive Chairman’ by way of Special Resolution at the 12th Annual General Meeting for a further period of 3 years from 20.12.2020 till 19.12.2023.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on 10th November, 2023 reappointed Shri Harsh R Kilachand as the WTD designated as Executive Chairman of the Company entrusted with substantial powers of the Management, for a further period of 3 years with effect from 20th December, 2023 up to 19th December, 2026 and also approved and recommended the remuneration payable to him during the said tenure of his reappointment subject to the approval of the members.

The Board of Directors of the Company, while re-appointing Shri Kilachand as the WTD designated as Executive Chairman of the Company, considered his Expertise, experience and contributions to the Company during his past tenure as the WTD.

Shri Harsh R Kilachand is B.Com. from University of Bombay, P.D.B.M. from U.S.A. Shri Kilachand had joined Kesar Enterprises Ltd. (“KEL”) on 08.08.1985 as “Executive”. He was entrusted with the duties of Administration & Coordination work of KEL and also to plan & supervise projects for modernization 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. Since the demerger of Storage Division of KEL into Kesar Terminals & Infrastructure Ltd 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 to the growth of the Company. He managed 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”).

The long-term association of Shri Kilachand with the Company & his expertise in the Business of the Company has contributed toward the growth of the Company. The Board considered that his qualifications, experience and knowledge of Business of the Company will be of immense benefit to the Company and the remuneration payable to him is commensurate with his abilities and experience. His re-appointment will continue to strengthen the Board’s knowledge, capability, experience and execution of the Company’s long-term strategy.

Shri Kilachand fulfils all the conditions given under section 196(3) and schedule V of the Act for being eligible for his re-appointment.

Although the Company is not seeking approval of members for payment of remuneration in case of no profit or inadequate profits in any financial year in accordance with schedule V of the Act however, the information below is provided following a good corporate governance practice.

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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:** The Company is in the business of bulk liquid storage & Logistics.

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

The Company was incorporated on 21/01/2008 and has already commenced commercial activities since long. 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:** **Rs in Lakhs**

Particular	2022-23	2021-22	2020-21
Total Revenue from operations	3349.65	3,251.03	3,562.17
Profit/ Loss before tax	597.83	(6329.31)	1,445.81
Profit/ Loss after tax	427.83	(7282.69)	1,182.73
Earnings Per Share (EPS)	3.92	(66.65)	10.82

5) **Export performance and net foreign exchange collaborations:** N.A

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

II. Information about Appointee:

1) **Background details:**

Shri Harsh R Kilachand is the Chairman & Managing Director of the erstwhile Holding Company Kesar Enterprises Ltd. [KEL] since 1997 onwards. He is also Non executive Chairman of KMLL. He has about 40 years of vast experience. He has contributed a lot in completion of the expansion & modernization of Storage Terminals at Kandla and continues to see its growth as the Chairman of the Company. He is B. Com., P.G.D.B.M. (U.S.A.) by qualification.

2) **Past remuneration:** The details of remuneration paid to the Executive Chairman for the financial year ended 31.03.2023:

(Rs. In Lakhs)

Name	Salary (Fixed)	Contribution to PF	Perquisites	Incentive	Total
Harsh R Kilachand Executive Chairman	126.91	7.50	0	0	134.41

3) **Recognition or awards:** NIL

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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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 20.12.2023. He is suitable for the said designation as he has contributed a lot in completion of the expansion & modernization of Storage Terminals at Kandla and continues to see its growth.

5) Remuneration proposed:

It is mentioned in the proposed Ordinary Resolution.

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

The 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 Harsh R Kilachand.

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

Shri Harsh 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:

Not applicable as not relevant for the proposed resolution.

2) Steps taken or proposed to be taken for improvement: Not applicable as not relevant for the proposed resolution.

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:

The details required to be given under this head are provided in the Annual Reports of the Company every year under Corporate Governance and the same will be provided in the forthcoming Annual Report of 2023-24 also.

The above Resolution and an explanatory statement may be treated as a written memorandum setting out the terms of appointment of Shri Kilachand under Section 190 of the Act.

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

The Board recommends the Ordinary Resolution as set out in the accompanying notice for the approval of the Members of the Company.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT

Details of Director seeking appointment /re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings.

Name	Shri Harsh R Kilachand
DIN	00294835
Category	Whole Time Director designated as 'Executive Chairman'
Birth Date	04.05.1960
Age	63 years
Nationality	Indian
Qualification	B.Com. from University of Bombay, C.B.M. & P.D.B.M. from U.S.A.
Brief resume including nature of expertise in specific functional Area	<p>He had joined Kesar Enterprises Ltd. (KEL) on 08.08.1985 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. 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. During that period, he contributed a lot in the growth of the Company. He managed 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).</p>
Terms & Conditions of Appointment/ Reappointment	As mentioned in the notice of the Postal Ballot
Shareholding in KTIL including shareholding as beneficial owner	4,98,738 (4.56%) Equity Shares. Holding 1 (One) Share in Kesar Multimodal Logistics Limited as Nominee of the Company.
Relationship with other Director / KMP	Nil
List of outside Directorship in Companies	Kesar Enterprises Limited (Listed) Kesar Multimodal Logistics Limited Kesar Corporation Private Limited Indian Commercial Co. Pvt. Ltd. Kilachand Devchand and Company Private Limited Seel Investment Private Limited.
Date of First Appointment on the Board	21.01.2008
Date of last appointment	20.12.2020

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Chairman/Member of the Committees of the Board of the Company	<p>Kesar Terminals & Infrastructure Limited <u>Member of</u> Audit Committee Stakeholders' Relationship Committee Corporate Social Responsibility Committee Nomination & Remuneration Committee</p> <p>Kesar Enterprises Limited <u>Member of</u> Audit Committee Stakeholders' Relationship Committee</p> <p>Kesar Multimodal Logistics Limited <u>Member of</u> Audit Committee</p>
No. of Board Meetings attended during the financial year 2023-24	5(five)
Remuneration paid in the year 2022-23	Rs.134.41 lakhs
Remuneration sought to be paid	As mentioned in the notice of the postal ballot
Listed Entities from which Shri Kilachand has resigned as Director in past 3 years	NIL

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

Registered Office:

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

Tel: 022-22042396

Email: headoffice@kesarinfra.com

Website: www.kesarinfra.com

CIN: L45203MH2008PLC178061

Date: 10th November, 2023

Place: Mumbai

Sarika Singh
Company Secretary
ACS: 24186