



## **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](mailto:headoffice@kesarinfra.com)  
CIN : L45203MH2008PLC178061 GSTN : 24AADCK2945C1ZR

27<sup>th</sup> September, 2023

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street, Fort,  
Mumbai – 400 001

**Scrip Code: 533289**

Dear Sir / Madam,

**Sub: Chairman's Speech delivered at the 15<sup>th</sup> Annual General Meeting of the Company.**

The Chairman's Speech delivered at the 15<sup>th</sup> Annual General Meeting ("AGM") of the Company held today i.e. Wednesday, 27<sup>th</sup> September, 2023 at 3:00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") is enclosed herewith. The same is also available on the website of the Company: [www.kesarinfra.com](http://www.kesarinfra.com).

Please take the same in your record.

Thanking you.

Yours faithfully,  
For **Kesar Terminals & Infrastructure Limited**

**Sarika Singh**  
**Company Secretary**



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## **From the Chairman's Desk**

**My Dear Shareholders,**

It gives me immense pleasure to welcome you to the 15<sup>th</sup> Annual General Meeting ("AGM") of Kesar Terminals & Infrastructure Limited. As you know, this is the fourth year in a row of holding the AGM over a virtual platform. I would like to thank you for sparing the time to join us today.

### **CORPORATE INSOLVENCY RESOLUTION PROCESS ("CIRP")**

The year under review was very tough for the Company. The Company had given Corporate Guarantee in favor of Bank of Baroda, Union Bank and Indian Bank for the loan provided to Kesar Multimodal Logistics Limited ("KMLL")- Wholly owned subsidiary of the Company on 11.10.2012.

Lenders of KMLL had filed a Company Petition section 7 of the Insolvency & Bankruptcy Code, 2016 ("IBC, 2016") against the borrower i.e., KMLL and the Corporate Guarantor. The same was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and Order dated 07.03.2022 against the Company.

Later KMLL had entered into a One Time Settlement ("OTS") with the Banks & clearance was received by the Resolution Professional from the Applicant Bank - Bank of Baroda in accordance with Regulation 30A of IBBI (Insolvency Resolution Process of Corporate Persons) Regulation, 2016 for withdrawal of the applications admitted for initiation of Corporate Insolvency & Resolution process ("CIRP") of the Company & KMLL. The NCLT orders for the withdrawal of Corporate Insolvency Resolution Process were passed on 19.09.2022 & 04.10.2022 for KMLL & the Company respectively. KMLL had made part payment toward OTS and there are overdues as on 31.03.2023. KMLL is under discussion with the Banks for the extension of time for payment of the OTS amount.

### **LITIGATIONS WITH DEENDAYAL PORT TRUST ("DPT")**

The litigation with the Deendayal Port Trust ("DPT") in respect of their demand of transfer/upfront fees and increase in lease rentals for the leasehold lands and renewal of the said leases is pending for a hearing before the Hon'ble Supreme Court, the Hon'ble Gujarat High Court had issued an order against the Company. The Company along with other aggrieved parties have filed SLP before Hon'ble Supreme Court of India. The sale of KMLL will help the Company to clear up the above issues with DPT.

### **SALE OF SUBSIDIARY**

The Board of Directors of the Company have accepted the Final Binding Offer ("FBO") given by DP World Multimodal Logistics Private Limited ("DPW") for the proposed transfer of 100% equity and preference stake in Kesar Multimodal Logistics Limited to DPW as per the terms of the FBO. Subsequently the Company, KMLL & DPW has signed the SSPA on 11.09.2023 which is subject to fulfilment of certain Conditions Precedents.

### **WORKING FOR THE YEAR 2022-23**

The revenue of the Company in the Financial year 2022-23 has increased by 3.03% as compared to the previous financial year in spite of increase in price competition and one more chemical handling terminal added at Kandla. Aegis Vopac and Friends have formed a consortium named AVTL which is having 240 tanks with a storage of 0.8 MMT storage in total. This large capacity of AVTL gives them a leverage to dominate the market 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 Deendayal Port Trust could affect the bottom line. During the financial year under review, the Company's revenue from operations was Rs. 3,349.65 Lakhs as compared to Rs. 3,251.03 Lakhs for the previous year. The profit for the year after tax stood at Rs. 427.83 Lakhs as against loss of Rs.(7,282.69) Lakhs for the previous financial year.



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The Auditors Report for FY 2022-23 continues to carry the qualifications which were in the previous financial year also. Auditors' qualifications are regarding the DPT matter, impairment of loan & Investment of the Company in KMLL & liability pursuant to invocation of Corporate Guarantee by the lenders of KMLL.

The Impact is not ascertainable as the Company is contesting the DPT demands in the Hon'ble Supreme Court, where the hearing is pending. Regarding the other two qualifications, this is to inform you that Impact is not ascertainable as the Company is in the advanced stage of divesting 100% equity and preference stake in KMLL.

## DIVIDEND

No dividend on the equity shares of the Company has been recommended by the Board for FY 2022-23.

## WORKING FOR THE YEAR 2023-24

The Company would strive to achieve better revenues in the current 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 could affect the bottom line.

## EXPANSION AND MODERNISATION

The Company has plans to invest on safety and modernization like Tankfarm Management System ("TFMS") etc. after the renewal of the lease with Deendayal Port Trust ("DPT"). 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. We are keeping a close watch on the developments on the east coast, particularly at Kakinada. At Pipavav, at present the viability of a new liquid terminal is not there and therefore we are exploring the possibility of liquidating the asset. The Company has a plan to set up a Bulk Terminal at another place based on the opportunity and market.

## COMPOSITE LOGISTICS HUB PROJECT OF THE WHOLLY OWNED SUBSIDIARY COMPANY

KMLL is the wholly owned material subsidiary of the Company. KMLL primarily deals with warehousing of food grains, cold storage for fruits & vegetables etc., custom approved export import container depot and Indian Railway approved Private Freight Terminal. KMLL has incurred substantial losses during the financial years ended 31.03.2023 & 31.03.2022. During the financial year under review, the total income of the Company decreased to Rs. 346.81 Lakhs as compared to Rs.1,002.12 Lakhs in the previous financial year.

## ACKNOWLEDGEMENT

I would like to place on record the devotion and hard work of the officers, staff and workers of the Company during the year under report. We are thankful to the Banks, Customers, government authorities for their continued co-operation and the wholehearted support extended by the Shareholders during the year.

Finally, on behalf of the Board of Directors and Team of Kesar, I thank you for your support.

**HARSH R KILACHAND**  
**EXECUTIVE CHAIRMAN**  
(DIN:00294835)  
27/09/2023