



15th Annual Report
2022-23

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

Registered Office: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020 Email: headoffice@kesarinfra.com

Website: www.kesarinfra.com Tel: 022-22042396

COMPANY INFORMATION

BOARD OF DIRECTORS

NAME OF DIRECTORS	DESIGNATION
Shri Harsh Rajnikant Kilachand	Executive Chairman
Shri Anil Kumar Sushilkumar Ruia	Independent Director (resigned w.e.f. 05.09.2022)
Shri Rajinder Singh Loona	Independent Director
Mrs. Nilima Ashok Mansukhani	Independent Director
Shri Jayanto Kumar Devgupta	Non- Executive, Non-Independent Director

Audit Committee

Name of Member	Designation
Mrs. Nilima Ashok Mansukhani	Chairperson
Shri Rajinder Singh Loona	Member
Shri Harsh Rajnikant Kilachand	Member

Nomination & Remuneration Committee

Name of Member	Designation
Shri Rajinder Singh Loona	Chairman
Mrs. Nilima Ashok Mansukhani	Member
Shri Harsh Rajnikant Kilachand	Member

Chief Executive Officer

Shri Debasis Bhattacharya (w.e.f.13.02.2023)

Shri Navlesh Kumar (till 13.01.2023)

Chief Financial Officer

Shri Vipul J Doshi

Company Secretary

Sarika Singh

Terminals

Terminal 1 & 2 Kandla, Gujarat

Registrar & Share Transfer Agent

M/s. Link Intime India Pvt. Ltd

C-101, 247 Park, LBS Marg, Vikhroli West,

Mumbai- 400 083. Email:

rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

Phone: +91 22 49186000 Fax: +91 22 49186060

Stakeholders' Relationship Committee

Name of Member	Designation
Shri Rajinder Singh Loona	Chairman
Mrs. Nilima Ashok Mansukhani	Member
Shri Harsh Rajnikant Kilachand	Member

Corporate Social Responsibility Committee

Name of Member	Designation
Shri Jayanto Kumar Devgupta	Chairman
Shri Rajinder Singh loona	Member
Mrs. Nilima Ashok Mansukhani	Member
Shri Harsh Rajnikant Kilachand	Member

Bankers

Yes Bank, Central Bank of India

State Bank of India

Statutory Auditors

M/s. Chandabhoy & Jassoobhoy

Chartered Accountants.

Secretarial Auditors

M/s. Ragini Chokshi & Co.

Company Secretaries

Internal Auditors

M/s. S V Shah & Associates

Chartered Accountants

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NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** (CIN: L45203MH2008PLC178061) will be held on **Wednesday, 27th September, 2023, at 3:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Jayanto Kumar Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for re- appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mrs. Nilima Ashok Mansukhani (DIN: 06964771) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 & other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee (“NRC”) & Board of Directors of the Company, Mrs. Nilima Ashok Mansukhani (DIN:06964771), who was appointed at the 10th Annual General Meeting held on 27th September, 2018 as an Independent Director of the Company for the first consecutive term commencing from 21st May, 2018 and who holds office as an Independent Director up to the conclusion of this 15th AGM and who is eligible for being re-appointed as an Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from 27th September, 2023 till 20th May, 2028 (both days inclusive).”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

4. **Continuation of Directorship by Shri Jayanto Kumar Devgupta (DIN: 00515391) as Non-Executive Director**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of the Company be and is hereby accorded for continuation of directorship by Shri Jayanto Kumar Devgupta (DIN: 00515391) as a Non-Executive Director of the Company beyond 75 (seventy-five) years of age, liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

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5. Material Related Party Transaction(s) of the Company and/or Kesar Multimodal Logistics Limited, a wholly owned subsidiary of the Company with SEEL Investment Pvt. Ltd.

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based upon approval & recommendation of Audit Committee, the Board of Directors consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including the Audit Committee) to the Material Related Party Transaction entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions), between the Company and /or Kesar Multimodal Logistics Limited (‘KMML’) a wholly owned subsidiary of the Company and SEEL Investment Pvt. Ltd.(‘SIPL’), a ‘Related Party’ of the Company as per Section 2(76) of the Companies Act, 2013, with respect to taking loans on such terms and conditions as may be mutually agreed to between the Company and/or KMML and SIPL, for an aggregate value not exceeding ₹ 10 Crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents, seeking necessary approvals from the authorities, settling all such issues, questions, difficulties or doubts what so ever that may arise and to take all such decisions from powers herein conferred, and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or Company Secretary without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of 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

Sarika Singh
Company Secretary
(Membership No.: A24186)

Date: 26.08.2023

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NOTES:

In accordance with the provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India ("SEBI") along with other applicable circulars issued by the MCA and SEBI (hereinafter collectively referred as "the Circulars") companies are allowed to hold Annual General Meeting through video conference/other audio visual means ("VC/OAVM") up to 30th September, 2023, without the physical presence of members. Hence, in compliance with the Circulars, the 15th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM. The deemed venue for this meeting will be the Registered Office of the Company.

- a) Since this AGM is being held pursuant to the MCA circulars & SEBI 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.
- b) The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 5 set out above and the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
- c) In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars, issued by MCA and SEBI, the notice of the AGM along with the Annual Report are being sent only in electronic mode to shareholders whose e-mail address are registered with the Company/ Registrar & Transfer Agent or the Depository Participant(s). The Notice convening the AGM has been uploaded on the website of the Company at <https://www.kesarinfra.com/annual-reports> under 'Investor Relations' section and may also be accessed on the website of the Stock Exchanges i.e. BSE Limited at <https://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) at <https://instavote.linkintime.co.in>.
- d) SEBI, vide the Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated furnishing of PAN, Address with pincode, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/ details are not available on or after September 30, 2023, shall be frozen by the Registrar and Transfer Agent of the Company.
- e) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders 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- Registrar & Share Transfer Agent of the Company ("RTA") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a shareholders using remote e-voting as well as the e-voting at AGM will be provided by **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).
- f) Members, who have not registered their email ids so far, are requested to promptly intimate the same to the respective DPs or to the Company RTA, as the case may be. In case any shareholder is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23 may send request to the Company's email address at headoffice@kesarinfra.com mentioning Foilo No./ DP ID and Client ID.
- g) The register of members of the Company shall remain closed from **Wednesday, 20th September, 2023 to Wednesday, 27th September, 2023 (both days inclusive)** for the purpose of AGM.
- h) Any person, whose name appears in the Register of Members/ 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 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.

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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.

- i) 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.
- j) Any person, who acquires shares of the Company and becomes a 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.
- k) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
- l) Members who have not encashed their dividend warrants for the financial year 2015-16 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest. 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 financial year 2014-15 has already been transferred to the said Fund.
- m) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications at headoffice@kesarinfra.com at least seven days before the date of the meeting. The same will be suitably replied to by the Company.
- n) Mr. Dhrumil M Shah, partner of M/s. Dhrumil M Shah & Co. LLP, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the 'Remote e-voting' as well as e-voting at the AGM in a fair and transparent manner.
- o) 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 2 working days from the 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 who shall countersign the same.
- p) The results 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: <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- q) 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. Link Intime India Pvt Ltd, the Company's Registrar and Transfer Agents in case the shares are held by them in physical form.
- r) 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.
- s) 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. Members seeking to inspect such documents can send an email to headoffice@kesarinfra.com
- t) The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company <https://www.kesarinfra.com/shareholdersinformation>
- u) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: <https://www.kesarinfra.com/shareholdersinformation>.

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- v) Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://www.kesarinfra.com/shareholdersinformation>

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote at the 15th Annual General Meeting by electronic means.

For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating e-voting to enable the members to cast their votes electronically.

The business of this Annual General Meeting will be transacted through e-voting as per details given below:

- a) Date and time of commencement of e-voting: **Saturday, 23rd September, 2023 at 9:00 a.m. (IST)**
- b) Date and time of end of e-voting, beyond which voting will not be allowed: **Tuesday, 26th September, 2023 at 5.00 p.m. (IST)** The e-voting module shall be disabled for voting, thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Wednesday, 20th September, 2023** may cast their vote electronically,
- c) Details of Website for e-voting: <https://instavote.linkintime.co.in>.
- d) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
- e) In case 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 call on +91 (022) 4918 2505/4918 6000.

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

1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.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.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.

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2. Individual Shareholders holding securities in demat mode with CDSL

1. 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.
 2. 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.
 3. 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.
 4. 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.
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).

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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.
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 LIIPL 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 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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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

Shareholders who are unable to 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”.

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> & Click on “Login”.

- ▶ 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).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as ‘speakers’ by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least 5 days in advance with the Company at headoffice@kesarinfra.com
2. Shareholders/Members will get confirmation on first cum basis depending on the availability of time for the AGM.
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.
6. For a smooth experience of viewing the AGM proceedings, Shareholders/Members who are registered as speakers for the event are requested to download and install the ‘Webex Meetings’ application by clicking on the link: <https://www.webex.com/downloads.html>

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 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’.

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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.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Before downloading the webex app please check your device configuration. Go to Device Setting find, “About ” check system type is 64 bit / 32 bit as per device download the Webex App.

Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html> Select option as per device configuration and download appropriately.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act') as required under Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item nos. 3,4 & 5 of the accompanying notice.

ITEM NO. 3

Mrs. Nilima Mansukhani (DIN:06964771) was appointed as Additional Director of the Company on 21.05.2018 in the category of Independent Director. Her appointment was subject to the approval of the shareholders in the Annual General Meeting of the Company. In the Annual General Meeting held on 27th September, 2018, the Company appointed Mrs. Nilima Mansukhani for the 1st term from the conclusion of the 10th AGM till the conclusion of the 15th AGM of the Company to be held in the financial year 2023-24. Accordingly, Mrs. Nilima Mansukhani holds the office of an Independent Director of the Company up to the conclusion of this 15th AGM to be held on 27th September, 2023.

In terms of the provisions of Sections 149(10) and 152 of the Act an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act further provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Mansukhani has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Mansukhani is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. She is not debarred from holding the office of a director pursuant to any order of SEBI or any other such authority.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Nilima Mansukhani for the office of Director of the Company. Accordingly, the approval of the Members is being sought at this 15th AGM for re-appointment of Mrs. Nilima Mansukhani as an Independent Director through Special Resolution.

Further the performance evaluation of Mrs. Nilima Mansukhani was carried out by the Board on the basis of criteria decided by NRC inter-alia, including attendance at Board and Committee Meetings and her advice, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Company's business, understanding of industry, etc. given the high-performance ratings in her performance evaluation.

Mrs. Mansukhani is Ex Chief Commissioner of Income Tax, Mumbai, she was also topper of 1975 Civil Services Exams & served over 37 years in income tax department at various level. She has expertise in Taxation/ leadership/ governance skills and Board experience. The Board on the basis of recommendation of the NRC, considered inter alia, her skills, expertise, knowledge of the Company's business and industry, including proficiency and her past performance found that she possesses the necessary skills and capabilities identified in context of the Company's businesses.

The Board considers it in the interest of the Company to reappoint Mrs. Nilima Mansukhani as an Independent Director of the Company for the second term of 5 years. Accordingly, recommends by the Special Resolutions set out at Item No. 3 of the Notice for approval by the Members.

Except for Mrs. Mansukhani, none of the Directors and Key Managerial Personnels ("KMPs") or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

The Brief profile in terms of the Listing Regulations and the Secretarial Standard on the General Meetings ("SS-2") has been provided in Annexure attached to this notice.

ITEM NO.4

Shri Jayanto Kumar Devgupta (DIN: 00515391), Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible seeks re-appointment under Item No. 2 & 4 of this Notice.

In accordance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") consent of the members is required to appoint/continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years. The consent of the members by way of Special Resolution is sought for the continuation of directorship of Shri Jayanto Kumar Devgupta, who has attained the age of 77(Seventy-Seven) years. Based on the recommendation of the Nomination and Remuneration Committee

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("NRC"), the Board of Directors of the Company, it is proposed the continuation of directorship of Shri Jayanto Kumar Devgupta as a Non- Executive Director of the Company, and recommends this Special Resolution as set out in Resolution No. 4 of this Notice for approval of the members of the Company.

Shri Devgupta joined Kesar Enterprises Ltd. as General Manager (Export) in February 1993 and was in charge of the erstwhile Storage Division of KEL since 1994 and is currently the Non-Executive Director of the Company.

In the opinion of the NRC and Board of Directors of the Company, considering Shri Jayanto Kumar Devgupta seniority, role played by him towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of the members is sought for continuation of Shri Jayanto Kumar Devgupta as a Non-Executive Director, liable to retire by rotation as set out in Resolution No. 4 of this Notice.

Except for Shri Jayanto Kumar Devgupta, none of the Directors and Key Managerial Personnels (KMPs) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

The Brief profile in terms of the SEBI LODR Regulations and the Secretarial Standard on the General Meetings ("SS-2") has been provided in Annexure attached to this notice.

ITEM NO. 5

As per the definition of Related Party Transactions under Regulation 2(zc) of the SEBI Listing Regulations, a transaction between listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand will be a Related Party Transaction. Hence, all transactions between the Company and/ or Kesar Multimodal Logistics Limited("KMLL") & SEEL Investment Pvt. Ltd.("SIPL") shall be treated as a Related Party Transaction.

Further, pursuant to Regulation 23(4) of the SEBI Listing Regulations, transactions with a Related Party where the transaction(s) to be entered individually or taken together with previous transaction(s) during a financial year exceeds ₹ 1,000 Crores or 10% of the annual consolidated turnover as per last audited financial statements, whichever is lower, would be considered as Material Related Party Transactions and such transactions require prior approval of the Members through an Ordinary Resolution.

SIPL is a related party under Section 2(76)(iv) of the Companies Act, 2013, hence transaction between Company, KMLL with SIPL is related party transaction pursuant to regulation 2(zc) of SEBI Listing Regulations.

The Company/KMLL may take an intercorporate loan from SIPL to pay to the Lenders of KMLL in part payment of the One time Settlement (OTS) dues & outstanding dues of the Deendayal Port Authority("DPA"). The approval will be upto ₹ 10 Crores. The Board & Audit Committee considers that the intercorporate loan to be taken from SIPL by Company/KMLL is in the best interest of the Company. The approval of the Members of the Company is sought by way of an Ordinary Resolution for the transactions with SIPL for the Financial Year 2023-24.

The Audit Committee and the Board of Directors have recommended the Material Related Party Transactions with SIPL for consideration and approval by the Members.

Members are requested to note that the transactions between the Company/KMLL and SIPL would be in the ordinary course of business and at arm's length basis.

Details of the proposed RPTs between the Company and KMLL a wholly owned subsidiary with SIPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No	Description	Details of proposed RPTs of SIPL with the Company and or KMLL, wholly owned subsidiary of the Company.
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SIPL is a related party under Section 2(76)(iv) of the Companies Act, 2013("the Act"), Shri Harsh R Kilachand is member & Director in the SIPL, hence transaction between Company/KMLL with SIPL is related party transaction pursuant to regulation 2(zc) of SEBI Listing Regulations.
2.	Type, material terms, monetary value and particulars of the proposed RPTs	Loan to be taken by the Company and/ or KMLL upto ₹ 10 Crores. Transactions to be entered between the parties will exceed ₹ 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower and is estimated to be upto ₹ 10 Crores for the FY 2023-24.

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Sr. No	Description	Details of proposed RPTs of SIPL with the Company and or KMLL, wholly owned subsidiary of the Company.
3.	Tenure of the proposed transaction (particular tenure shall be specified);	One year (2023-24).
4.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	27.15% of the consolidated turnover the Company 228.34% of the standalone turnover of KMLL
5.	Justification for the proposed RPTs	The Company and /or KMLL may take an intercorporate loan from SIPL to pay to the Lenders of KMLL in part payment of OTS dues or for the payment of outstanding dues of the Deendayal Port Authority("DPA"). The approval will be up to ₹ 10 Crores.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
7.	Justification as to why the RPT is in the interest of the listed entity;	The Company is at advance stage of sale of wholly own subsidiary KMLL & may require to pay for the part payment of dues of OTS & DPA.

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Sr. No	Description	Details of proposed RPTs of SIPL with the Company and or KMLL, wholly owned subsidiary of the Company.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	NA
10.	Any other information that may be relevant.	NIL

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE 15TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name	Shri Jayanto Kumar Devgupta	Mrs. Nilima Ashok Mansukhani
DIN	00515391	06964771
Category	Non-Executive Director	Independent Director
Birth Date	22/05/1946	01/11/1951
Age	77 years	72 years
Nationality	Indian	Indian
Qualification	B Tech from IIT Kharagpur	M.A
Brief resume including nature of expertise in specific functional area	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.	She is Ex-Chief Commissioner of Income Tax, Mumbai. She is a topper of 1975 Civil Services Exams. She had joined Indian Revenue Service (Income Tax) and served over 37 years in Income Tax Department at various levels across India. She has expertise in Taxation/ leadership/ governance skills.
Terms and Conditions of Appointment/reappointment	Reappointment as a Non-Executive Non-Independent Director, liable to retire by rotation.	Reappointment for 2 nd term of 5 years as an Independent Director.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	291 Equity Shares of the Company.	NIL
Relationship with other Directors/ KMPS	NIL	NIL
List of outside Directorships in Public/Private Companies	Kesar Multimodal Logistics Limited	NIL
Date of First Appointment on the Board	11/05/2010	21/05/2018
Date of last reappointment	19/09/2019	N.A
Chairman/Member of the Committees of the Board of Directors of the Company	Kesar Terminals & Infrastructure limited Chairman of the CSR committee	Kesar Terminals & Infrastructure limited - Chairperson of the Audit Committee - Member of the Nomination & remuneration Committee - Member of Stakeholders relationship Committee - Member of Corporate Social Responsibility Committee

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Name	Shri Jayanto Kumar Devgupta	Mrs. Nilima Ashok Mansukhani
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	Kesar Multimodal Logistics Limited - Chairman of The Audit Committee - Member of Nomination & remuneration Committee	NIL
No. of Board Meetings attended during the year	3/5	5/5
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	NIL	NIL
Remuneration paid in the year 2022-23	The details of remuneration is given in the Corporate Governance report.	The details of remuneration is given in the Corporate Governance report
Remuneration sought to be paid	Sitting Fees & Commission as may be approved	Sitting Fees & Commission as may be approved.

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: 26.08.2023

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

Sarika Singh
Company Secretary
(Membership No.: A24186)

KESAR TERMINALS & INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present to you the 15th Annual Report and the audited financial statements (standalone and consolidated) of the Company for the year ended 31st March, 2023.

FINANCIAL PERFORMANCE AND STATE OF THE COMPANY'S AFFAIRS

The standalone financial performance of the Company for the year ended 31st March, 2023 is summarized below:

(₹ In Lakhs)

Particulars	2022-23	2021-22
Revenue from Operations	3,349.65	3,251.03
Other Income	22.66	107.09
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	1,705.75	1,618.32
Less: Depreciation/ Amortisation/ Impairment	366.01	386.82
Profit /loss before Finance Costs, Exceptional items and Tax Expense	1,339.74	1,231.50
Less: Finance Costs	741.91	702.48
Profit /loss before Exceptional items and Tax Expense	597.83	529.02
Add/(less): Exceptional items	-	(6,858.33)
Profit / (loss) before Tax Expense	597.83	(6,329.31)
Less: Tax Expense (Current & Deferred)	170.00	953.38
Profit / (loss) for the year (1)	427.83	(7,282.69)
Total Comprehensive Income/ (loss) (2)	(2.20)	3.18
Total Profit / (loss) for the year (1+2)	425.63	(7,279.51)
Balance of profit / (loss) for earlier years	2,901.74	10,348.33
Transfer to General Reserves	-	0
Dividend paid on Equity Shares	-	163.90
Profit/ (Loss) for the year	427.83	(7,282.69)
Balance carried forward	3,329.57	2,901.74

During the financial year under review, the Company's revenue from operations was ₹ 3,349.65 Lakhs as compared to ₹ 3,251.03 Lakhs for the previous year. The profit for the year after tax stood at ₹ 427.83 Lakhs as against loss of ₹ 7,282.69 Lakhs for the previous financial year.

The revenue of the Company on a consolidated basis was ₹ 3,696.46 Lakhs as compared to ₹ 4,253.15 Lakhs for the previous year. The loss for the year after tax stood at ₹ 1,384.64 Lakhs for the financial year under review as against loss after tax of ₹ 2,945.53 Lakhs for the previous financial year.

There is no change in the nature of the Business of the Company.

BUSINESS OPERATIONS

The Company is in the business of bulk liquid storage and logistics. The Company is listed on the BSE Limited. Hon'ble Mumbai High Court, vide its Order dated 12th March, 2010 had approved the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956 pertaining to the Demerger of Storage undertaking of Kesar Enterprises Limited (Demerged Company) into Kesar Terminals & Infrastructure Limited (Resulting Company) on a going concern basis. The Company has over 60 years' of experience in handling different types of petroleum, petro chemical, hazardous and non-hazardous liquids.

The Company has 2 terminals at Kandla, Gujarat. The tanks at Terminal No. 1 are situated right in front of the Jetties ensuring quick and smooth loading and off-loading of bulk liquids at a high pumping rate. Multiple Jetty Lines permit simultaneous discharge of cargo from more than one vessel at any time.

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The Company operates in a single segment. The Management expects a significant improvement in the revenues and business of the Company.

DIVIDEND:

During the year under review, since the Company was under Corporate Insolvency & Resolution Process (“CIRP”), no dividend on the equity shares of the Company has been recommended by the Board.

The Dividend Distribution Policy is not applicable to the Company in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

TRANSFER TO RESERVE

During the year under review, there was no amount transferred to reserves by the Company.

SUBSEQUENT FINANCIAL YEAR 2023-24

The thuput has dropped by 0.02% but the revenue of the Company in the financial year 2022-23 has increased by 3.03% only as compared to previous financial year. In spite of increase in price competition and also one more chemical handling terminal has been added at Kandla. Aegis Vopac and Friends formed a consortium named AVTL which is having 240 tanks with a storage of 0.8 MMT storage in total, the revenue increased due to increase of utilization by way of increase in dedicated storage. 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 Kandla Port is likely to continue to affect the bottom line.

EXPANSION PLANS

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 at 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 liquidating the asset.

The Company has plan to set up a Bulk Terminal at another place based on the opportunity and market.

WHOLLY- OWNED SUBSIDIARY COMPANY

The Company has a wholly- owned subsidiary - Kesar Multimodal Logistics Limited (“KMLL”), a material subsidiary of the Company, as per Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). There has been no material change in the nature of the business of the subsidiary.

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. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (“The Act”), a statement containing the salient features of financial statements of the Company’s subsidiary in Form No. AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of the subsidiary, is available on the Company’s website on <https://www.kesarinfra.com/annual-reports>.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Act & Regulation 33 of the Listing Regulations and applicable Indian Accounting Standards (“Ind AS”), the audited Consolidated Financial Statements of the Company for the financial year 2022-23, together with the Auditor’s Report forms part of this Annual Report.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

KESAR MULTIMODAL LOGISTICS LIMITED

Composite Logistics Hub Project of Kesar Multimodal Logistics Limited (KMLL), the wholly- owned subsidiary 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 ₹ 346.81 Lakhs as compared to ₹ 1,002.12 Lakhs in the previous financial year.

Originally, the Project of developing Composite Logistics Hub was conceived with Term Loans from 3 Banks and the Promoter's 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 ₹ 14,867.20 lakhs to about ₹ 21,991.93 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 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 Bank of Baroda, erstwhile Dena Bank has recalled the loans from KMLL and invoked the Corporate Guarantee given by the Company, which has been contested by the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

Lenders of Kesar Multimodal Logistics Limited ("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 i.e. the Company in November 2020 with National Company Law Tribunal("NCLT") – Mumbai under the IBC, 2016. The same had been admitted by the NCLT vide Order dated 17.02.2022 against KMLL and Order dated 07.03.2022 against the Company. Shri Prashant Jain Interim resolution professional/Resolution Professional was appointed. The Lenders of KMLL had also filed an Original Application before the Debt Recovery Tribunal ("DRT") – Jabalpur against the Company and KMLL.

KMLL has entered into a One Time Settlement ("OTS") with the Banks & accordingly, Form FA 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 Corporate Insolvency Resolution Process ("CIRP") of the Company & KMLL, the Committee of Creditors ("COC") Meetings were held on 7th September, 2022 for the Company & KMLL. The resolution was discussed in the COC meetings & the resolution was put to vote from 8th September, 2022 at 03:00 p.m. to 12th September, 2022 at 07:00 p.m. for the Company & KMLL. The said Resolution was passed by 99.84% & 100% voting of the members of the COC in favour of the Resolution for both the Companies, respectively.

Pursuant to section 134(3)(q) read with Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, the details of difference between amount of the valuation at the time OTS of KMLL and valuation done while taking loan from Banks is not applicable as the Banks loan were sanctioned on the basis of Project report, no valuation was possible as the project of KMLL was yet to start.

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.

Except as disclosed above, no other orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operation.

POSTAL BALLOT

The Company has passed a Special Resolution through Postal ballot on 8th December, 2022 for the sale / disposal / transfer upto 100% equity and/or preference stake in Kesar Multimodal Logistics Limited.

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SALE OF SUBSIDIARY

The Board of Directors of the Company has accepted the Final Binding Offer (“FBO”) given by DP World Multimodal Logistics Private Limited (“DPW”) for the proposed transfer of 100% equity and/or preference stake of Kesar Multimodal Logistics Limited to DPW as per the terms of the FBO which is subject to the execution of Share Subscription & Purchase Agreement and fulfillment of certain Conditions Precedents.

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. No shares were allotted in the Financial Year 2022-23. During the financial year 2022-23, there was no change in the authorized, issued, subscribed and paid-up share capital of the Company.

NUMBER OF MEETINGS OF BOARD

During the year under review, 5 (Five) Board Meetings were held. The details of the meetings of the Board of Directors of the Company held and attended by the Directors during the financial year 2022-23 are given in the Corporate Governance Report forming part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Act and the Listing Regulations. The Company has provided a video conferencing facility (“VC”) to Board/Committee members to attend the meeting through VC or in person.

COMMITTEES OF THE BOARD

As on 31st March, 2023, the Board has Audit Committee, Nomination & Remuneration Committee, Stakeholders’ Relationship Committee and Corporate Social Responsibility Committee. During the year, all recommendations of the Committees of the Board have been accepted by the Board.

A detailed note on the composition of the Board and its Committees meetings held during the year and it’s terms of reference is provided in the Corporate Governance Report forming part of this Annual Report.

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, 2023, 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 Loss 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.
- (iv) the Directors have prepared the annual accounts for the financial year ended on 31st March, 2023 on a going concern basis; and
- (v) the Directors had 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

In compliance with Section 152 of the Act and the Articles of Association of the Company, Shri Jayanto Kumar Devgupta, Non- executive Director (DIN:00515391) retires by rotation and being eligible, offers himself for re- appointment. Based on the

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performance evaluation and recommendation of Nomination and Remuneration Committee("NRC"), the Board of Directors recommends his re- appointment as Non-Executive Director of the Company, liable to retire by rotation. A resolution seeking shareholders' approval for his re-appointment along with a brief profile of Shri Jayanto Kumar Devgupta forms part of the Notice of the 15th AGM.

Mrs. Nilima Ashok Mansukhani (DIN:6964771) was appointed as an Independent Director on the Board of Directors ("Board") of the Company with effect from 21st May, 2018 by members at the 10th Annual General Meeting held on 27th September, 2018 to hold office for the first consecutive term commencing from 27th September, 2018 and ending at the AGM of the Company to be held in the year 2023. Accordingly, the approval of the members is being sought at this 15th AGM for the re-appointment of Mrs. Nilima Ashok Mansukhani as an Independent Director through Special Resolution, prior to expiry of her term. The Board has recommended for her re- appointment.

The Board on the basis of recommendation of the NRC and considering the skills and experience possessed by Mrs. Nilima Ashok Mansukhani, is of the opinion that she is a person of integrity and possesses the relevant skills, expertise, experience (including proficiency) and capabilities identified to continue as an Independent Director of the Company and is Independent of the Management of the Company.

Mrs. Nilima Ashok Mansukhani has consented to and is not disqualified from being re-appointed as an independent Director in terms of Section 164 of the Act read with applicable rules made thereunder. She is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other such authority.

Brief profile and other disclosures and details required as per the Act and the Listing Regulations are given in the explanatory statement to the AGM Notice.

Shri Anilkumar Sushilkumar Ruia, Independent Director (DIN:00296622) of the Company has resigned vide his letter dated 29th August, 2022, due to his present state of health, which was received by the Company on 5th September, 2022. Hence the effective date of resignation is 5th September, 2022. As a result of his resignation, Shri Anilkumar Ruia also ceased to be the members of the Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee. The Company has also received confirmation from Shri Anil Kumar Ruia that there is no other material reason for his resignation other than one mentioned in his resignation letter dated 29th August, 2022. He was associated with the Company since 21st January 2008. The Company has immensely benefitted from his experience, vision and leadership during his tenure as a Director and a valued Member of the Board.

Declarations by Independent Directors

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 and that they are not aware of any circumstance or situation, affecting their status as Independent Directors of the Company.

Independent Director's databank registration

The Company has received declarations from all the Independent Directors of the Company confirming that they have registered their names in the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs (IICA) as prescribed by MCA.

A Separate meeting of the Independent Director of the Company was held on 13th February, 2023.

Board Evaluation

Pursuant to the requirement of the Act and Listing Regulations and considering criteria specified in the SEBI Guidance Note on Board Evaluation, the Board has carried out an annual evaluation of its own performance and that of its committees including performance of the Directors Individually through a structured questionnaire, feedback from each Director was obtained as part of performance evaluation. The Board has also carried out the evaluation of the performance of all the individual directors, the Executive Chairman & Nonexecutive director of the Company.

The performance evaluation of Individual Directors including the Executive Chairman, was done based on the criteria such as professional conduct, roles and functions, discharge of duties and their contribution to Board/Committees/Senior Management.

The questionnaire prepared for evaluation of the Board as a whole and its committees also covered various aspects such as structure and composition, effectiveness of the Board process, information, roles and responsibilities and functioning of the

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Board and its Committees, establishment and determination of responsibilities of Committees, the quality of relationships between the Board and the management.

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, 2023, taking into account the views of the Executive Director and the Non- executive Director.

Key Managerial Personnel

Shri Debasis Bhattacharya was appointed as the Chief Executive Officer of the Company with effect from 13.02.2023.

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 Debasis Bhattacharya, Chief Executive Officer and Mrs. Sarika Singh, Company Secretary are the Key Managerial Personnel ('KMPS') of the Company as on 31st March, 2023.

Shri Navlesh Kumar, Chief Executive Officer (CEO) of the Company resigned w.e.f.13th January, 2023.

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

Familiarization Program

The monthly report on the working of the Company is placed before the Board Meeting on a quarterly basis by the Chief Executive Officer of the Company. The Directors are provided with documents, information and briefings to enable them to have a better understanding of the Company, its operations, and the industry in which it operates. All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment/reappointment through a formal letter of appointment. Details of familiarization program imparted to the Independent Directors are available on the Company's website: <https://www.kesarinfra.com/policies>.

AUDITORS

Statutory Auditors and Statutory Audit Report

Pursuant to Section 139 and other applicable provision of the Companies Act, 2013 M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Registration No. 101647W) were appointed 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).

The reports of the Statutory Auditors on Standalone and Consolidated Ind AS Financial Statements forms part of this Annual Report. The Auditors in their report to the members have given qualified opinion and the response of the Company with respect to it is as follows:

- a) *We draw attention to Note 33 of the standalone Ind AS financial statements in respect of 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. As stated in Note, the Letters Patent Appeal (LPA) / Special Civil Application (SCA) filed by the Company has been dismissed by the Hon'ble Gujarat High Court and the Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. However, pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the standalone Ind AS financial statements in respect of incremental liability or any impact on the leased assets recognised in the financial statements being the same currently not ascertainable and depreciation on assets constructed on lease hold land has been continued to be charged as per the rates prescribed in Schedule II of the Companies Act 2013 and right to use lease assets are continued to be recognised based on the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Company as well as the Right to use – Lease assets recognized by the Company.*
- b) *We draw attention to Note 34 of the standalone Ind AS financial statements with regard to Company's non-current investment in and other non-current loan to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary*

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company, aggregating ₹ 9803.04 lakhs and ₹ 5441.93 lakhs respectively as at March 31, 2023. As stated in the said note, KMLL has incurred substantial losses till current year and the net worth of KMLL has been fully eroded. In view of the huge losses in KMLL and pendency of Insolvency and Bankruptcy Code, 2016 (IBC) proceedings, during the quarter ending 31.03.2022, the management as prudent accounting practice, had taken a view to make provision for impairment of loans and Investments of ₹ 6,858.33 Lakhs @ 50% of the total loans and investments outstanding as on 31.03.2022. Also, the management had taken a decision not to book the notional interest income as per IND AS on investments in KMLL (i.e. 0% preference shares and Interest free Unsecured Loans) and notional commission on corporate guarantee given on Loans taken by KMLL w.e.f. 01.04.2021. Further, the Company has during the year decided to divest upto 100 % equity and/or preference stake in KMLL and the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for sale of equity and/or preference stake of KMLL from the prospective buyer which is accepted by the company and which is subject to the execution of definitive agreements in agreed form, the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities. As stated in the note, the management will consider a final call of further provisions / write off / write back of its carrying value of investments and loans in KMLL once the proposed divestment is concluded. The above will have an impact on the profit and carrying values of these non-current investments and loans.

- c) We draw attention to Note 34 of the standalone Ind AS financial statements in respect of the petition filed by lenders of the Subsidiary Company (KMLL) against the Company being a corporate guarantor for the borrowings availed by the Subsidiary Company, KMLL from lenders. As stated in the note, the total outstanding loans (including interest) availed by the KMLL from Banks as at 31.03.2023 is ₹ 16,737.93 Lakhs (March 31, 2022, ₹ 17,110.02 Lakhs). There were defaults in repayments of the borrowings by KMLL to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor in view of default, was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP. KMLL has made part payments towards OTS and there are overdues as on 31.03.2023. However, no provision has been made in the books of account in respect of liability if any that may arise on account of the invocation of the Corporate Guarantee with respect to pending repayment obligations under OTS by KMLL towards lenders.

The Management reply for the above observations are as follows:

- Impact is not ascertainable as the Company is contesting DPT Demands in Hon'ble Supreme Court where hearing is pending.
- Impact is not ascertainable as the Company is in advance stage of divesting upto 100% equity and/or preference stake in KMLL. However as a prudent accounting practice, provision of ₹ 6,858.33 Lakhs @ 50% of total loans and investments is made.
- Impact is not ascertainable as the KMLL has already made part payments towards the OTS and it is seeking more time from the lenders for repayment of OTS dues. Also, the Company is in advance stage of divesting upto 100% equity and/or preference stake in KMLL.

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. S V Shah & Associates., Chartered Accountants as its Internal Auditors in accordance with the provisions of Section 138(1) of the Companies Act, 2013 for the Financial Year 2022-23. The Audit Committee reviews the observations made by the Internal Auditors in their Report on a yearly basis.

Secretarial Auditors & 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 Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2022-23.

The Secretarial Audit Report for the Financial Year 2022-23 contains following observation:

- As per regulation 33(3) of SEBI (LODR) Regulations, 2015 Company had filled financial results for the financial year ended March 31, 2022 with the delay of 52 days.

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Delay in submission of the financial results was due to the applicability of Companies Auditors' Report Order (CARO), 2020 & latest amendments in Schedule III to the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the numerous additional disclosures were required to be made by the Company in its Financial Statements & Board Report. The Company has made good the non-compliance by submitting the financial results and paying the fine which was imposed by BSE.

The Secretarial Audit Report for the financial year ended 31st March, 2023 is set out in “**Annexure A**” to this Report.

Secretarial Audit of Material unlisted Indian Subsidiary

As per Regulation 24A of the Listing Regulations, Secretarial Audit of the material subsidiary Kesar Multimodal Logistics Limited has been conducted for the financial year 2022-23 by M/s. Amit R Dadheech & Associates, Practicing Company Secretaries.

The Audit Report contains no qualification, reservation or adverse remark. The Secretarial Audit Report of the material subsidiary for the financial year ended 31st March, 2023, is annexed herewith and marked as “**Annexure A1**” to this Report.

Reporting of Frauds by Auditors

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

RELATED PARTY TRANSACTIONS

All Related Party Transactions are placed before the Audit Committee and were in accordance with the related party transactions policy of the Company. All transactions entered into by the Company during the year under review with related parties were in the ordinary course of business and on arm's length basis in terms of provisions of the Act. Omnibus approvals are taken for 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 an amendment in the SEBI (LODR) (Sixth Amendment) Regulations, 2021, the Company has revised the Related Party Transaction policy on 8th February, 2022. A Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is posted on the Company's website: www.kesarinfra.com/policies.

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for the financial year 2022-23.

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.

ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2023 in Form MGT-7 in accordance with Section 92(3) read with Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.kesarinfra.com/annual-reports>.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except as disclosed above in this report, there were no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

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 the applicable laws. The internal financial control system of the Company is supplemented with yearly internal audits, regular reviews by the management and checks by Statutory Auditors.

During the year under review, no material observation has been made by the Internal Auditor or Statutory Auditors of the Company in relation to the efficiency and effectiveness of such controls.

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RISK MANAGEMENT

Your Company has a robust risk management framework to identify, evaluate and mitigate business risks. The Company has in place a Risk Management Policy. A detailed statement indicating the development and implementation of a risk management policy for the Company, including identification of various elements of risk appears in the Management Discussion and Analysis Report.

MAINTENANCE OF COST RECORDS

The provisions relating to maintenance of Cost Records as specified by the Central Government under Section 148 of the Companies Act, 2013 is not applicable to the Company.

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.

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATE

In terms of the Listing Regulations, a certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from Shri Debasis Bhattacharya, Chief Executive Officer (“CEO”) (w.e.f. 13.02.2023) and Shri Vipul Doshi, Chief Financial Officer (“CFO”) for the financial year 2022-23 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 (Prohibition of Insider Trading) Regulations, 2015 the Company has framed a comprehensive code which lays down guidelines and advises the Directors, Key Managerial Personnel and other designated persons of the Company on procedures to be followed and disclosures to be made, while dealing in securities of the Company. The Company had 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 the SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

The Company has a policy in place in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Complaints Committee (“ICC”) for prevention and redressal of complaints/ grievances on the sexual harassment of women at workplaces. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

- (a) Number of complaints pending at the beginning of the year; Nil
- (b) Number of complaints received during the year: Nil
- (c) Number of complaints disposed off during the year: Nil
- (d) Number of cases pending at the end of the year: Nil

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

Disclosures under Section 134(3)(m) of the Companies Act, 2013 pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo, are not applicable to the Company during the year under review.

Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

During the financial year, the Company’s foreign exchange earnings were ₹ Nil (Previous Year: NIL) and outgo was ₹ Nil (Previous Year: 0.71 lakh).

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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.

UNCLAIMED DIVIDEND/TRANSFER OF SHARES TO IEPF

As per Section 124(5) of the Companies Act, 2013, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called the Investor Education and Protection Fund (Fund) set up by the Central Government. Accordingly, the unpaid/unclaimed dividends (interim) for the financial year 2014-15 had already been transferred by the Company to the said Fund. Unpaid/unclaimed dividend for the financial year 2015-16 shall become due for transfer to the said Fund on 9th September, 2023. Members are requested to verify their records and send their claim, if any, for the financial year 2015-16, before such amount becomes due for transfer to the Fund. Communication will be sent to the members, who have not yet claimed dividend for the financial year 2015-16 requesting them to claim the same as well as unpaid dividend, if any, for the subsequent years. During the FY 2022-23, the Company has transferred unclaimed dividend for the FY 2014-15 of ₹ 2,64,124 to the IEPF.

The Company has uploaded the details of unclaimed dividend on the Company's website at www.kesarinfra.com.

During the year under review, the Company transferred 5257 (Previous Year: 4234) equity shares of the face value of ₹ 5 each in respect of 73 (Previous Year: 49) shareholders to the demat account of the IEPF Authority held with NSDL. Details of such shareholders, whose shares are transferred to the IEPF and their unpaid dividends for the subsequent years are available on the website of the Company at www.kesarinfra.com.

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd is the Registrar and Share Transfer Agent of the Company.

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.

WHISTLEBLOWER/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>.

It is hereby confirmed that no personnel have been denied access to the audit committee.

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, the Company has modified its CSR policy to align with the statutory amendments. The Company's CSR policy is available on the Company's web link at www.kesarinfra.com/policies.

The composition and functions of the CSR Committee have 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 B".

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Relation with the employees remained cordial throughout the year. The 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.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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, is provided as **“Annexure-C”** 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 made available to any shareholder on request, as per provisions of section 136(1) of the said Act.

ACKNOWLEDGEMENT:

The Directors wish to place on record their grateful appreciation for the assistance and co-operation extended by 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
For Kesar Terminals & Infrastructure Limited

Harsh Rajnikant Kilachand
Executive Chairman
DIN: 00294835

Place: Mumbai
Date: 29.05.2023

Annual Report 2022-2023

“ANNEXURE A”

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(For the Financial Year Ended 31st March 2023)

To,

**The Members,
KESAR TERMINALS & INFRASTRUCTURE LIMITED**
Oriental House,
7 Jamshedji Tata Road,
Churchgate Mumbai - 400 020.

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”) for the financial year ended 31stMarch, 2023. 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 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 1stApril, 2022 to 31stMarch, 2023 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, 2022 to 31st March, 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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 the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**(Not Applicable to the Company during the Audit 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,2018; **(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 to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing withclient;**(Not Applicable as the Company is not Registrar to an Issue and Share Transfer Agent during the financial year)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **((Not Applicable to the Company during the Audit Period))**

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (**Not Applicable to the Company during the Audit Period**)
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulation ,2018 (**To the extend 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. Indian Ports Act 1908
5. Workmen's Compensation Act, 1923
6. Factories Act, 1948
7. Industrial Disputes Act, 1947
8. The Contract Labour (Regulation and Abolition) Act, 1970
9. Environment (Protection) Act, 1986 and other Law, rules, regulations, bye- laws relating to Terminals and ports.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 "SEBI (LODR)".

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

We further report that

- The Board of Directors of the Company is duly constituted and the changes in the composition of the Board of Directors that took place during the period under review were carried out in the compliance with the provision of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were with requisite majority.

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 except the following.

- As per regulation 33(3) of SEBI (LODR) REG, 2015 Company had filled financial results for the financial year ended March 31st, 2022 with the delay of 52 days.

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 thereview by the statutory financial audit and other designated professionals.

We further report that during the audit period, the company had 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. as following:

1. Lenders of KMLL had filed a Company Petition u/s 7 of the IBC, 2016 against the borrower i.e. KMLL and the Corporate Guarantor i.e. the Company in November 2020 with NCLT – Mumbai under the

Annual Report 2022-2023

- IBC, 2016. The same had been admitted by the NCLT vide Order dated 17.02.2022 against KMLL and Order dated 07.03.2022 against the Company. A resolution professional was appointed.
2. Shri Anil Kumar Sushil Kumar Ruia Independent Director of the Company has resigned from the position of Independent Director with effect from 5th September 2022.
 3. Regulation 30A of IBBI (Insolvency Resolution Process of Corporate Persons) Regulation, 2016 for withdrawal of the application admitted for Corporate Insolvency Resolution Process of the Company & KMLL, the committee of Creditors (COC) meetings were held on 7th September, 2022 for the Company & KMLL. The said Resolution has been passed by 99.84% & 100% voting of the members of the COC in favor of the Resolution for both the Companies respectively.
 4. The Resolution Professional of the Company & KMLL has filed application under section 12A of the IBC Code, 2016 read with regulation 30A of IBBI (Resolution Process for corporate Person), Regulations 2016 with the Hon'ble National Company Law Tribunal, Mumbai Bench on 14th September, 2022.
 5. Dated 19th September, 2022 regarding filing of application with Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, under section 12A of Insolvency and Bankruptcy Code, 2016 (IBC Code, 2016) for withdrawal of CIRP for the Company. The Hon'ble NCLT, Mumbai Bench in its hearing held on 4th October, 2022 has pronounced that the appropriate order will be uploaded on the website of the NCLT.
 6. Shri Navlesh Kumar, Chief Executive Officer (Key Managerial Personnel) has resigned from 13.01.2023
 7. Postal Ballot dated 8th November, 2022, seeking approval of the Members of the Company for the Sale / disposal / transfer upto 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, wholly owned subsidiary.
 8. Appointed Shri Debasis Bhattacharya as Chief Executive Officer (CEO) of the Company w.e.f. 13th February, 2023.

FOR **RAGINI CHOKSHI & CO.**
(COMPANY SECRETARIES)

MAKARAND PATWARDHAN
(PARTNER)
CP No: 9031
ACS No. 11872
UDIN: A011872E000510458
PR No.659/2020

Place: Mumbai
Date: 27.06.2023

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

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Annexure "A"

To

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

Our Secretarial Audit Report for the Financial Year ended on March 31, 2023 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions 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.
6. 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)

MAKARAND PATWARDHAN
(PARTNER)
CP No: 9031
ACS No. 11872
UDIN: A011872E000510458
PR No.659/2020

Place: Mumbai
Date: 27.06.2023

Annual Report 2022-2023

“ANNEXURE A 1”

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Kesar Multimodal Logistics Limited
Oriental House 7, Jamshedji Tata Road,
Churchgate, Mumbai - 400020

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to corporate practices adopted by **Kesar Multimodal Logistics Limited (CIN:U74120MH2011PLC222597)** (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 **Kesar Multimodal Logistics Limited'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 the Secretarial Audit, we hereby report that in *our* opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 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 Kesar Multimodal Logistics Limited for the financial year ended on 31stMarch, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(The Company being an Unlisted Public Limited Company, the provision relating to Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder were not applicable during the period under review)**
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder)**
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(During the period under review, the Company has not entered into any transaction requiring compliances with the Foreign Exchange Management Act, 1999 and rules made thereunder)**
5. 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) Regulation, 2011; **(The Company being an Unlisted Public Company, the provisions relating to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 were not applicable during the period under review);**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(The Company being an Unlisted Public Company, the provision relating to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 were not applicable during the period under review);**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(The Company being an Unlisted Public Company, the provision relating to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 were not applicable during the period under review);**

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(The Company being an Unlisted Public Company, the provision relating to Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 were not applicable during the period under review);**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(The Company being an Unlisted Public Company, the provision relating to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the period under review);**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993)**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(The Company being an Unlisted Public Company, the provision relating to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 were not applicable during the period under review);**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(The Company being an Unlisted Public Company, the provision relating to Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 were not applicable during the period under review);**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Company being an Un-Listed Public Company, it was not required to enter into a Listing Agreement with Stock Exchange and thus the compliances relating to the same was not applicable to be Company during the period under review

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

OTHER APPLICABLE LAWS:

With respect to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable to the Company, subject to the observation stated below:

1. The Food Safety and Standards Act, 2006
2. Consumer Protection Act, 1986
3. The Water (Prevention and Control of Pollution) Act, 1974,
4. The Air (Prevention and Control of Pollution) Act, 1981,
5. The Environment Protection Act, 1986 and
6. The Factories Act, 1948,
7. The Minimum Wages Act, 1948,
8. The Employees Provident Funds and Miscellaneous Provisions Act, 1952,
9. The Payment of Bonus Act, 1965,
10. The Contract Labour (Regulation and Abolition) Act, 1970,
11. The Payment of Gratuity Act, 1972 and
12. Industrial Disputes Act, 1947
13. The Essential Commodities Act, 1955
14. The Environment (Protection) Rules, 1986
15. The Electricity Act, 2003
16. Major Port Trusts Act, 1963
17. Standards of Weights and Measures (Enforcement) Rules, 1992

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We further report that:

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. There was no change in the composition of the Board of Directors of the Company during the year under review.

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

Majority decision is carried through while the dissenting members' views, if any, 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.

We further report that during the audit period:

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

For **Amit R. Dadheech & Associates**
(Company Secretaries)

Place: Mumbai
Date: 29.05.2023

Amit R. Dadheech
M.No.: 22889; C.P.: 8952
May 29, 2023
UDIN: A022889E000405623

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Annexure A

To,

The Members,
Kesar Multimodal Logistics Limited
Oriental House 7, Jamshedji Tata Road,
Churchgate, Mumbai - 400020

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. 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 Amit R. Dadheech & Associates
(Company Secretaries)

Amit R. Dadheech

M.No.: 22889; C.P.: 8952

May 29, 2023

UDIN: A022889E000405623

Place: Mumbai
Date: 29.05.2023

Annual Report 2022-2023

“ANNEXURE - B”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

1. Brief outline on CSR Policy of the Company:

The Company has revised the CSR policy of the Company on 29th June, 2021 in line with the amended CSR Rules, 2014. The objective of this Policy document is to articulate Company's core philosophy of social responsibility, to define the areas and to indicate activities chosen by Company to impact the society with its efforts towards Corporate Social Responsibility (“CSR”) and to define the governance & monitoring framework for ensuring effectiveness of the Policy.

The CSR activities undertaken by the Company are within the broad framework of schedule VII of the Companies Act, 2013. The details of the CSR policy & Annual Action plan are available on the website of the Company www.kesarinfra.com.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Jayanto Kumar Devgupta	Chairman	2	2
2	Shri Rajinder Singh Loona	Member	2	2
4.	Mrs. Nilima Ashok Mansukhani	Member	2	2
5.	Shri Harsh Rajnikant Kilachand	Member	2	2

The composition of the CSR committee shared above is also available on the website of the Company www.kesarinfra.com.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company: www.kesarinfra.com
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **N.A.**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2022-23	5,24,888	5,24,888

6. Average net profit of the Company as per section 135(5): ₹ 12,62,80,233/-
7. (a) Two percent of average net profit of the Company as per section 135(5): ₹ 25,25,605/-
(b) Surplus arising out of the CSR project or program or activities of the previous financial years: Nil
(c) Amount required to be set off for the financial year, if any: ₹ 5,24,888/-
(d) Total CSR obligation for the financial year (7a+7b- 7c): ₹ 20,00,717/-

KESAR TERMINALS & INFRASTRUCTURE LIMITED

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year 2022-23 (in ₹)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
20,01,000/-	0	0	0	0	-

(b) Details of CSR amount spent against ongoing projects for the financial year: 0

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation-Direct (Yes/No).	Name	CSR Registration No.
1				State	District							
0												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount spent for the project (in ₹)	Mode of implementation-Direct (Yes/No).	Mode of implementation-Through implementing agency	
				State	District			Name	CSR registration number
1.	R.K. HIV & AIDS Research & Care Centre	(i)	No	Maharashtra	Mumbai	10,00,000	Yes	-	-
2.	Omkar Andh-Apang Samajik Sanstha	(i)	No	Maharashtra	Mumbai	10,01,000	Yes	-	-
	TOTAL					20,01,000			

(d) Amount spent in Administrative Overheads: 0

(e) Amount spent on Impact Assessment, if applicable: N.A

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 20,01,000/-

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(g) Excess amount for set off, if any:

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	25,25,605
(ii)	Total amount spent for the Financial Year	20,01,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	- 5,24,605
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	5,24,888
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	283

9. (a) Details of Unspent CSR amount for the preceding three financial years: 0

Srr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
0							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): 0

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project- Completed / Ongoing.
0								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **(asset- wise details).**

- Date of creation or acquisition of the capital asset(s). None
- Amount of CSR spent for creation or acquisition of capital asset. Nil
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. Not applicable.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). Not applicable.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). N.A.

Place: Mumbai
Date: 29.05.2023

Harsh Rajnikant Kilachand
Executive Chairman
DIN: 00294835

Jayanto Kumar Devgupta
Chairman CSR Committee
DIN: 00515391

KESAR TERMINALS & INFRASTRUCTURE LIMITED

“ANNEXURE - C”

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 each director to the median remuneration of the employees of the company for the financial year 2022-23:

Name of the Directors	Ratio of remuneration of Director to the Median remuneration of Employees
Shri Harsh Rajnikant Kilachand	17.82:1
Shri Rajinder Singh Loona	0.74:1
Shri Jayanto Kumar Devgupta	0.25:1
Mrs. Nilima Ashok Mansukhani	0.74:1
Shri Anil Kumar Sushilkumar Ruia*	0.46:1

* Shri Anil Kumar Sushilkumar Ruia resigned w.e.f. 05.09.2022

2. The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year 2022-23

Name of Directors & KMP	% Increase in the remuneration
Executive Chairman	
Shri Harsh Rajnikant Kilachand	-21.62%
Non-executive Directors	
Shri Rajinder Singh Loona	25.00%
Shri Jayanto Kumar Devgupta	0%
Mrs. Nilima Ashok Mansukhani	66.67%
Key Managerial Personnel	
Shri Vipul Jaychand Doshi, Chief Financial Officer	9.78%
Shri Navlesh Kumar, Chief Executive Officer*	5.94%
Shri Debasis Bhattacharya**	-
Mrs. Sarika Singh, Company Secretary	7.69%

Note: *till 13.01.2023 ** w.e.f. 13.02.2023

3. The percentage increase in the median remuneration of employees in the financial year 2022-23: 4.76%
4. The Company has 49 permanent employees on the rolls of the Company as on March 31, 2023.
5. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

In FY 2022-23, the remuneration of median employee other than Whole-time Directors increased by 5.06 % over the previous year.

There is reduction in the Managerial Remuneration of Executive Chairman as the Company had not paid any incentives for the financial year 2021-22 in the Financial year 2022-23 as the Company was in CIRP.

6. The Company affirms that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Harsh Rajnikant Kilachand
Executive Chairman
DIN: 00294835

Place: Mumbai
Date: 29.05.2023

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BULK LIQUID STORAGE SCENARIO

The Bulk Liquid storage and handling Industry in the private sector acts as a dominant logistic partner in supply chain management framework 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 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 and increased demand from domestic sector. The Port led modernisation planned for major ports in India would well support the handling of increasing volumes on a year-on-year basis.

In the recent years domestic Oil Companies in the private sector have been hiring storage tanks particularly at port locations. This has been necessitated for the Private Oil Players in the Industry to optimize their logistics & transportation costs of Petroleum products on PAN India basis. This trend is likely to continue and volumes will increase on a regular basis as the Country has got surplus refineries and therefore the imported crude & refined oil products need to be moved to all the corners of the Country from the 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. The pandemic has also given opportunity to the Chemical Storage Terminals due to increased imports of raw materials for the Pharma Industries. So, this is going to positively impact the growth of 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.

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.

Increase in storage tank capacities at Kandla Port by various Terminal Operators have reduced the utilization in general and have increased competition amongst the liquid Terminal Operators. There is a consortium formed, named AVTL, aggregating terminals of Aegis, Vopak & Friends with a total tankage of about 0.8 MMT in 240 tanks. Apart from this, Aegis has 0.2 MMT storage at Mumbai. This gives them leverage to dominate the market at Kandla.

The total thruput of the Kandla Terminals in the financial year 2022-23 was 0.54 MMTPA. The revenue in the financial year 2022-23 was 33.49 Cr. In spite of the threats, we could maintain the thruput i.e. utilisation. However, the revenue dropped due to price competition.

Both the Terminal land’s lease with DPT have expired and so renewal of the leases are very crucial to keep the business continuity at Kandla for which negotiations are going on.

Kesar Multimodal Logistics Limited (KMLL) has got its competitor in the form of CONCOR at Mandideep near Bhopal at a distance of 60 Km.

We require more export client to always make full rake movement to make the movement profitable, which is being attempted.

For the PFT segment, the Railway Goods shed at Itarsi is operated by Railways which is located in the heart of the City.

Besides, we need to hire trucks from outside where the rate is high. This is not making us competitive.

The wholly owned subsidiary of the Company, 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 previous years. We have further

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increased our revenues during the year 2021-22. We have continued our ICD business and also handled FCI rake loading business efficiently throughout the year. However, we could not consolidate EXIM volumes due to huge scarcity of empty containers PAN India basis. We expect to keep this momentum going and are confident of consolidating our turnover further during next year.

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 ₹ 3,349.65 Lakhs as against ₹ 3,251.03 Lakhs of previous year showing an increase of 3.03%. The Total Comprehensive Income for the year stood at ₹ 425.63 Lakhs as against ₹ (7,279.51) Lakhs loss.

In KMLL the revenue for Cold Storage and Rail Side Container has gone up by 38% and 43% respectively. However, the revenue for General Warehousing, Railway Rake, ICD Direct billing gone down by 14%, 78% and 81% respectively. The total revenue from FY 21-22 has been dropped in FY 22-23 from 10.02 Cr to 3.47 Cr.

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 Company has in place a Risk Management Policy.

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 the applicable laws.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The Statutory Auditors have also examined the internal financial controls of the Company and have submitted unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting as at 31st March, 2023.

The Company has appointed Independent Internal Auditor M/s. S V Shah & Associates to carry out internal audit of its activities. The detailed internal audit reports are discussed at length at various level and thereafter the said reports are also placed before the Audit Committee for review and discussion on yearly basis. No significant deficiency or material weakness in internal financial controls were identified as part of the audit.

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 workflow. The Company has a total strength of 49 people as at 31st March, 2023.

KEY FINANCIAL RATIOS

PARTICULARS	FY2022-23	FY 2021-22	Remarks
Debt Turnover Ratio	9.81	10.03	There is no significant change
Inventory Turnover Ratio	213.35	208.90	There is no significant change
Interest Coverage Ratio	1.81	1.75	There is no significant change

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PARTICULARS	FY2022-23	FY 2021-22	Remarks
Current Ratio	0.54	0.65	There is no significant change
Debt-equity ratio	0.00	(0.01)	There is no significant change
Operating Profit Margin	0.47	0.42	There is no significant change
Net Profit ratio	17.85%	(194.69%)	Due to provision made for impairment of investments in and loans to subsidiary i.e. KMLL in previous year
Return on investment	0.04%	0.22%	Due to non booking of notional Interest income on investments in and loan to subsidiary company and lower investments in Mutual funds compared to previous year
Return on Capital employed	15.00	(65.98)	Due to lower earnings and other equity in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Return on net worth	4.81%	(86.43%)	Due to lower earnings and other equity in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Debt Service coverage ratio	2.27	(11.73)	Due to low EBITDA in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Return on Equity Ratio	0.05	(0.60)	Due to low Net Income in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Trade receivables turnover ratio	9.81	10.03	There is no significant change
Trade payables turnover ratio	7.92	4.11	Due to substantial payments being made to Deendayal Port Trust during the current year.
Net Capital Turnover ratio	(3.59)	(5.87)	Due to decrease in current assets consequent to transfer of Rs.800 Lakhs given to banks in previous year towards advance for OTS proposal in respect of loans of subsidiary is adjusted in Loan accounts in current year.

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.

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

Harsh Rajnikant Kilachand
 Executive Chairman
 DIN: 00294835

Place: Mumbai
 Date: 29.05.2023

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CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Governance

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

2. Board of Directors

The Composition of the Board of Directors is in conformity with the stipulation laid down in the Code of Corporate Governance prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

The Board includes 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 as 31st March, 2023 is follows

Name of Directors	Category
Shri Harsh Rajnikant Kilachand (DIN:00294835)	Executive Chairman (Promoter)
*Shri Anilkumar Sushilkumar Ruia (DIN: 00296622)	Non- executive, Independent Director
Shri Rajinder Singh Loona (DIN: 02305074)	Non- executive, Independent Director
Smt. Nilima Ashok Mansukhani (DIN:06964771)	Non- executive, Independent Director
Shri Jayanto Kumar Devgupta (DIN: 00515391)	Non-executive Director

Note: *Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September, 2022.

Board Meetings held and the dates thereof

During the year, 5 Board Meetings were held & the gap between two consecutive meetings of the Board of Directors of the Company was not more than 120 days. All the meetings of the Board of Directors & committees were held through physical presence and /or video conferencing (VC) facility as per the convenience of the Board of Directors. None of the Directors hold the office of a director in more than the permissible number of Companies under the Companies Act, 2013 ("the Act") or Regulations 25 & 26 of the Listing Regulations.

Attendance of the Board of Directors in each of the Board Meeting is as follows:

Name of Director	Board Meeting Dates & attendance of Directors				
	1st 25.05.2022	2nd 22.07.2022	3rd 11.08.2022	4th 08.11.2022	5th 13.02.2023
Shri Harsh Rajnikant Kilachand	✓	✓	✓	✓	✓
Shri Anilkumar Sushilkumar Ruia*	X	X	X	-	-
Shri Rajinder Singh Loona	✓	✓	✓	✓	✓
Shri Jayanto Kumar Devgupta	✓	X	X	✓	✓
Mrs. Nilima Ashok Mansukhani	✓	✓	✓	✓	✓

*Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September, 2022.

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Attendance of each Director at the last Annual General Meeting held on 13.09.2022 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 Directors	Holding in Company's Shares & convertible instruments	Attendance in the Last AGM	No. of Directorships and Committee Membership/ Chairmanship in other listed and unlisted public limited Companies		
			Director ships in other public Companies #	Committee Memberships \$	Committee Chairmanships
Shri Harsh Rajnikant Kilachand	4,98,738	Yes	2	3	Nil
Shri Anilkumar Sushilkumar Ruia [^]	NIL	NA	-	-	-
Shri Rajinder Singh Loona	Nil	Yes	2	4	1
Shri Jayanto Kumar Devgupta	291	Yes	1	1	1
Mrs. Nilima Ashok Mansukhani	NIL	Yes	-	2	1

Notes: #Excludes private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 as per Regulation 26 of the SEBI (LODR) Regulations,2015.

\$Chairmanship and membership of the audit committee and the Stakeholders' Relationship Committee alone is considered as per Regulation 26 of the SEBI (LODR) Regulations,2015.

[^]Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September, 2022.

Name of other equity listed entities where Directors of the Company held Directorships as on 31st March 2023:

Name of Director	Directorship in other listed entities	Category of Directorship
Shri Harsh Rajnikant Kilachand	Kesar Enterprises Limited	Chairman & Managing Director
Shri Rajinder Singh Loona	NIL	N.A.
Mrs. Nilima Ashok Mansukhani	NIL	N.A.
Shri Jayanto Kumar Devgupta	NIL	N.A.

Skills / Expertise / competencies of the Board of Directors

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 Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Anilkumar Sushilkumar Ruia*
	Understanding of laws, rules, regulations and policies applicable to Infrastructure & Logistic Industry	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona
Technical skills/ experience	General business management	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Anilkumar Sushilkumar Ruia*
	Accounting and finance	Shri Harsh Rajnikant Kilachand Shri Rajinder Singh Loona

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	Strategic planning/ business development	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Anilkumar Sushil Kumar Ruia*
	Information Technology	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta
Behavioural Competencies	Integrity and ethical standards	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona Mrs. Nilima Mansukhani
	Decision making	Shri Harsh Rajnikant Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona Mrs. Nilima Mansukhani
	Problem solving skills	Shri H R Kilachand Shri Jayanto Kumar Devgupta Shri Rajinder Singh Loona Mrs. Nilima Mansukhani

Note: * Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September 2022.

Disclosure by Independent Directors of the Company

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 Listing Regulations and are independent of the management.

Details of Directors being appointed or re-appointed

Shri Jayanto Kumar Devgupta, Non- executive Director retires by rotation as Director at this Annual General Meeting and being eligible, offers himself for re-appointment as a Director. The Company has proposed his reappointment by rotation.

Shri Rajinder Singh Loona was re- appointed as Independent Director at the 11th Annual General Meeting held on 19th September, 2019 for a second term of five years and accordingly he will hold office up to the conclusion of 16th Annual General Meeting of the Company.

Mrs. Nilima Ashok Mansukhani is proposed to be reappointed for the second term of 5 year from 27.09.2023 till 20.05.2028.

Shri Jayanto Kumar Devgupta was re- appointed as Non- Executive Director of the Company at the 11th Annual General meeting held on 19th September, 2019 under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Anilkumar Sushilkamar Ruia, Independent Director (DIN:00296622) of the Company has resigned w.e.f. 5th September, 2022, due to his present state of health. The Company has also received confirmation from Shri Anil Kumar Ruia that there is no other material reason for his resignation other than one mentioned in his resignation letter.

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, 2023 without the presence of the Executive Chairman & Non- Executive Director of the Company. The meeting was attended by all the Independent Directors of the Company to review:

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- the Performance of the Non-Independent Directors, performance of the Board as a whole;
- performance of the Chairman taking into account the views of Non-Executive Director; and
- assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

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 details of the Familiarization Program are disclosed on the website: <https://www.kesarinfra.com/policies>.

3. Board Committees

The Board has constituted the required Committees 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:

Audit Committee

As per Section 177 of the Act & Regulation 18 of the SEBI Listing Regulations, the Company has constituted an Audit Committee.

Composition

The Audit Committee was reconstituted on 08.02.2022. As on 31.03.2023, the Audit Committee comprises of three (3) Directors of whom two (2) are Independent Directors and one (1) is Executive Director. The composition of the Audit Committee of the Board of Directors of the Company along with the details of attendance of the members of the Committee is mentioned below:

Name of Members	Category	Designation	Attendance
Mrs. Nilima Mansukhani	Independent Director	Chairperson	5/5
Shri Anilkumar Sushilkumar Ruia *	Independent Director	Member	0/5
Shri Rajinder Singh Loona	Independent Director	Member	5/5
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	5/5

Notes: *Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 05.09.2022.

During the year, Five (5) meetings of the Audit Committee were held on **25.05.2022, 22.07.2022, 11.08.2022, 08.11.2022 and 13.02.2023**. The attendance of the members of the committee is mentioned above. As required, the CFO, CEO, 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.

The Company has appointed M/s. S V Shah & Associates, Chartered Accountants as the Internal Auditor of the Company. The reports of the Internal Auditors 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.

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 Director's Responsibility Statement included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013.

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- 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. modified opinion(s) in the draft audit report.
5. Reviewing, with the Management, the Quarterly Financial Statements before submission to the Board for approval.
 6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement 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 thereon.
 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.
 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. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 21. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
 22. Such other activities as the Board of Directors may determine from time to time.

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Nomination & Remuneration Committee

As per Section 178 of the Act & Regulation 19 of the SEBI (LODR) Regulations, the Company has constituted/reconstituted Nomination & Remuneration Committee.

Composition

As on 31.03.2023, the Committee comprises of three (3) Directors. Two (2) are Independent Directors and one is Executive Director. The Committee is Chaired by an Independent Director. One (1) meeting of the Committee was held on 13.02.2023.

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of attendance of the members of the Committee is mentioned below:

Name of Members	Category	Designation	Attendance
Shri Rajinder Singh Loona	Independent Director	Chairman	1/1
Shri Anilkumar Sushilkumar Ruia*	Independent Director	Member	-
Mrs. Nilima Ashok Mansukhani	Independent Director	Member	1/1
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	1/1

Note: * Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September, 2022.

Terms of reference:

- a. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- b. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - o use the services of an external agencies, if required;
 - o consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - o consider the time commitments of the candidates.
- c. formulation of criteria for evaluation of performance of independent directors and the board of directors.
- d. devising a policy on diversity of board of directors identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f. recommend to the board, all remuneration, in whatever form, payable to senior management.
- g. such other activities as the Board of Directors may determine from time to time.

Remuneration Policy for Directors

Remuneration to Executive Chairman

The Remuneration/ Compensation /Incentive etc to be paid to Executive Chairman shall be governed as per the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the remuneration & incentives to be paid out of the profit of the Company to the Executive Chairman.

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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 Company pays sitting fees of ₹ 35,000 per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of committees of the Board. The Company also pays commission to the Non-Executive Directors within the ceiling of 1 percent of the net profits of the Company as computed under the applicable provisions of the Act, with the approval of the members. The said commission is decided each year by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee.

Remuneration of Executive Director:

Shri Harsh Rajnikant Kilachand was re-appointed, as Executive Chairman of the Company for a period of 3 (Three) years commencing from 20th December, 2020 to 19th December, 2023 by a Special Resolution passed in the Annual General Meeting held on 9th September, 2020. The details of the remuneration paid in the financial year 2022-23 is as below:

(₹ In Lakhs)

Name	Salary (Fixed)	Contribution to PF	Perquisites	Incentive paid for the FY 2022-23	Total
Harsh Rajnikant Kilachand Executive Chairman	126.91	7.50	0	0	134.41

The details of the remuneration paid to the Independent Directors/Non-executive Director for the financial year 2022-23 is as below:

(₹ In Lakhs)

Name of the Director	For the year ended 31st March 2023		Total
	Director's Sitting fees	Commission paid	
Shri Anilkumar Sushilkumar Ruia*	-	-	-
Shri Rajinder Singh Loona	5.25	-	5.25
Mrs. Nilima Ashok Mansukhani	5.25	-	5.25
Shri Jayanto Kumar Devgupta	1.75	-	1.75

Note: * Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September, 2022.

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 fulfilment 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 Directors expressed their satisfaction with the evaluation process.

Stakeholders' Relationship Committee:

As per Section 178 of the Act & Regulation 20 of the Listing Regulations, the Company has constituted Stakeholders' Relationship Committee.

Composition

The Stakeholders' Relationship Committee was reconstituted on 08.11.2022. Shri Rajinder Singh Loona appointed as the Chairman of the committee w.e.f. 08.02.2022.

This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc. The Chairman of the Committee is Non- executive Independent Director.

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The composition of the Stakeholders' relationship Committee of the Board of Directors of the Company along with the details of attendance of the members of the Committee is mentioned below:

Name of Members	Category	Designation	Attendance
Shri Rajinder Singh Loona	Independent Director	Chairman	1/1
Shri Anilkumar Sushilkumar Ruia*	Independent Director	Member	0/1
Mrs. Nilima Ashok Mansukhani	Independent Director	Member	1/1
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	1/1

Note: *Shri Anilkumar Sushilkumar Ruia resigned w.e.f. 5th September, 2022.

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: -

- (1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, nonreceipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the financial year ended 31.03.2023, One (1) meeting of the Stakeholders' Relationship Committee was held on 13.02.2023.

During the year ended 31.03.2022, the Company had received nil complaints / grievances, no complaint/ grievance was pending as on 31.03.2022.

Mrs. Sarika Singh, Company Secretary was the Compliance Officer of the Company as on 31.03.2023.

The Chairman of the Stakeholders' Relationship Committee Shri Rajinder Singh Loona was present in the Annual General Meeting of the Company held on 13th September, 2022 to answer the shareholders queries.

Share Transfer Committee

In addition to the Stakeholders' Relationship Committee, the Board has constituted another committee referred as the Share Transfer Committee/ Authorised Persons comprising of members from the senior management to approve the transfer of equity shares of the Company. The Committee has been reconstituted on 08.02.2022. The members of the Share Transfer Committee/Authorised persons are Shri Harsh Rajnikant Kilachand, Executive Chairman, Shri Vipul Doshi, Chief Financial Officer and Mrs. Sarika Singh, Company Secretary. There were 10 (Ten) meetings held during the year ended 31st March, 2023 on 31.05.2022, 24.06.2022, 21.09.2022, 17.10.2022, 29.12.2022, 04.01.2023, 16.01.2023, 15.02.2023, 21.02.2023, 28.02.2023. There are no pending share transfers as on 31.03.2023.

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/reconstituted a CSR Committee. The composition of the CSR Committee of the Board of Directors of the Company along with the details of attendance of the members of the Committee is mentioned below:

Name of Members	Category	Designation	Attendance
Shri Jayanto Kumar Devgupta	Non- Executive Director	Chairman	2/2
Shri Rajinder Singh Loona	Independent Director	Member	2/2
Shri Harsh Rajnikant Kilachand	Executive Chairman	Member	2/2
Mrs. Nilima Ashok Mansukhani	Independent Director	Member	2/2

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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 as specified in Schedule VII of the Act and recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy and Annual Action plan on CSR. Terms of reference of CSR committee specified below:

- (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) monitor the implementation & adherence to Corporate Social Responsibility Policy of the company from time to time.
- (d) ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.
- (e) Such other activities as the Board of Directors may determine from time to time.

The Company has formulated the CSR policy, which is uploaded on the website: www.kesarinfra.com/policies. During the year, Two (2) meetings of the CSR committee was held on 08.11.2022 and 13.02.2023.

4. 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
14 th	31.03.2022	13.09.2022	Meeting conducted Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	3:00 p.m.	None
13 th	31.03.2021	24.08.2021	Meeting conducted Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	3:30 p.m.	None
12 th	31.03.2020	09.09.2020	Meeting conducted Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	3:30 p.m.	<ol style="list-style-type: none"> 1. Additional remuneration to Shri Harsh Rajnikant Kilachand (DIN:00294835), Whole Time Director. 2. Increase in overall Managerial Remuneration limit under section 197(1) of Companies Act, 2013. 3. Increase in remuneration of Shri Harsh Rajnikant Kilachand (DIN: 00294835), Whole-time Director. 4. Re- appointment & payment of remuneration to Shri Harsh Rajnikant Kilachand (DIN: 00294835) as a Whole-Time Director.

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- ii. **Postal Ballot:** Special Resolution through postal ballot passed during the financial year 2022-23 is as follows:

Sale / disposal / transfer upto 100% equity and/or preference stake in Kesar Multimodal Logistics Limited, wholly owned subsidiary.

Approval of shareholders was sought vide special resolution for sale of 100% stake of equity and/or preference shares of wholly owned subsidiary Kesar Multimodal Logistics Limited. Mrs. Ragini Chokshi, partner of M/s. Ragini Chokshi & Co. practicing Company Secretaries was appointed as the Scrutinizer for carrying out the Postal Ballot voting process through electronic means in a fair and transparent manner. The results of the postal ballot was declared on 9th December, 2022. The same was uploaded on the website of the BSE limited & website of the Company at www.kesarinfra.com.

Procedure adopted for Postal Ballot

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only on 8th November, 2022 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. M/s. Link Intime India Pvt. Ltd (“RTA”), had provided remote e-voting facility to the Members.

The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the depositories/Link Intime India Private Limited, Company’s Registrar and Share Transfer Agent. The Company also published notice in the newspapers declaring the details of completion of dispatch, e-voting details and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by the Institute of Company Secretaries of India. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date.

The scrutinizer submitted her report to the Company Secretary & the consolidated voting results of voting by postal ballot were announced on 9th December, 2022. 99.99% of votes were cast in favour & 0.00% was cast against the said resolution.

Means of communication:

Quarterly, half-yearly and annual financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations and are also published in the “Free Press Journal (Mumbai, Indore and Bhopal) in English and “Navshakti” in Marathi newspapers. Quarterly, half-yearly and annual financial results are also uploaded on the website of the Company www.kesarinfra.com. There were no presentations / call made to the analysts or institutional investors during the year under review.

1. General Shareholder information:

a.	Annual General Meeting		Particulars
	Day	:	Wednesday
	Date	:	27 th September, 2023
	Time	:	3:00 p.m. (IST)
	Venue		through Video Conferencing / Other Audio-Visual Means as set out in the Notice convening the 15 th Annual General Meeting.
	Cut-off date for E-voting		Wednesday, 20 th September, 2023
	E-voting dates		Saturday, 23 rd September, 2023 to Tuesday, 26 th September, 2023
b.	Financial Year Reported	:	1 st April, 2022 to 31 st March, 2023.
c.	Dividend Payment Date	:	NA
d.	Listing on stock exchange		BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. The Company had paid Annual Listing fees due to BSE for the financial year 2023-24.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

e.	Stock Exchange Code Number	:	BSE Scrip Code: 533289
f.	Registrar & transfer agents		Link Intime India Pvt. Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai- 400083. email: rnt.helpdesk@linkintime.co.in . Telephone Number: 022-4918 6270. Fax Number 022-4918 6060 Website: www.linkintime.co.in
g.	Date of Book Closure	:	Wednesday, 20 th September, 2023 to Wednesday, 27 th September, 2023 (both days inclusive)
h.	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.		
i.	Commodity price risk or foreign exchange risk and hedging activities: NIL		
j.	Next Financial Year ending	:	31 st March, 2024
k.	Next Annual General Meeting	:	By 30 th September, 2024
l.	ISIN	:	INE096L01025
	Annual Custodial Fees of the Equity Shares for the FY 2022-23 has been paid to the depositories viz. NSDL and CDSL.		
m.	Credit Rating	:	NIL
n.	Disclosure with respect to demat suspense account/ unclaimed suspense account	:	IN301330 41337263 Kesar Terminals and Infrastructure Limited Suspense Escrow Demat Account
o.	Plant Locations	:	Terminals I & II at Kandla, Gujarat.
	Contact Details for Correspondence		
p.	Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai- 400083. Email: rnt.helpdesk@linkintime.co.in . Telephone Number 022-4918 6270. Fax Number 022-4918 6060, Website: https://linkintime.co.in/ Contact Person: Mr. Advit Shetty Email: advit.shetty@linkintime.co.in		Kesar Terminals & infrastructure Limited Registered Office Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. email: headoffice@kesarinfra.com , website: www.kesarinfra.com . Contact person. Mrs. Sarika Singh, Company Secretary Email: sarikasingh@kesarindia.com

2. Share Transfer System:

All transfer, transmission or transposition of shares, are conducted in accordance with the provisions of Regulation 40 & Schedule VII of the SEBI Listing Regulations, read together with relevant SEBI Circulars.

In terms of the SEBI Listing Regulations, securities of the Company can only be transferred in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD_RTAMB/P/ CIR/2022/8 dated January 24, 2022, mandated all the listed companies to issue securities in dematerialised form only, while processes the service request for issue of duplicate securities certificates, renewal/ exchange of securities certificate, claim from Unclaimed Suspense Account, endorsement, sub-division/ splitting of securities certificate, consolidation of folios, transmission and transposition.

Members in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

Shareholders should communicate with RTA, quoting their folio number or DPID and Client ID number, for any queries on their securities holding.

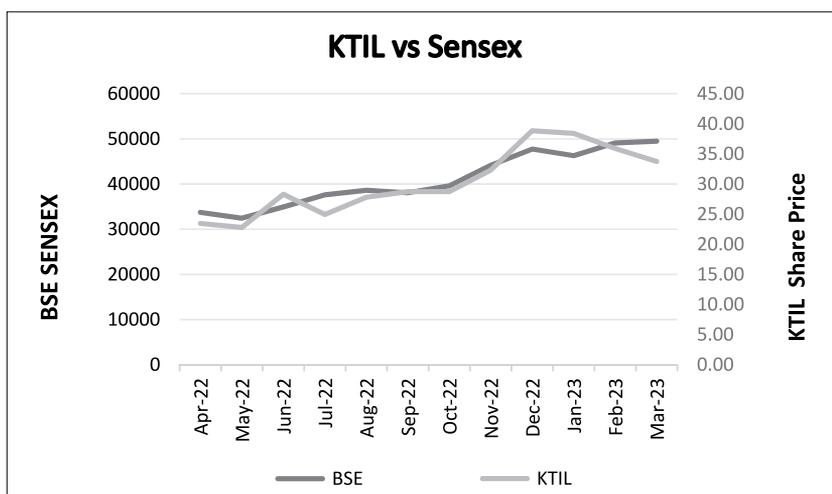
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3. The monthly high/low quotation of shares traded on BSE Limited is as follows:

MONTH	BSE		Months	BSE	
	High	Low		High	Low
April, 2022	38.00	31.50	October, 2022	35.50	22.15
May, 2022	35.00	28.50	November, 2022	34.40	22.85
June, 2022	27.20	15.65	December, 2022	41.50	26.85
July, 2022	21.25	18.10	January, 2023	41.50	35.15
August, 2022	30.45	21.65	February, 2023	38.00	30.05
September, 2022	26.20	22.55	March, 2023	37.00	30.10

4. Performance of the share Price of the Company in comparison to the BSE Sensex:

Month	BSE – Closing	Sensex Closing	Month	BSE – Closing	Sensex Closing
Apr-22	33.75	57,060.87	Oct-22	47.00	60,746.59
May-22	32.00	55,566.41	Nov-22	39.00	63,099.65
Jun-22	52.05	53,018.94	Dec-22	46.85	60,840.74
Jul-22	59.35	57,570.25	Jan-23	44.75	59,549.90
Aug-22	48.15	59,537.07	Feb-23	35.45	58,962.12
Sep-22	44.80	57,426.92	Mar-23	31.85	58,991.52



Distribution of equity shareholding as on 31st March, 2023

Number of Shares	Number of Shareholders		Share held in each class	
	Number.	%	Number	%
Upto - 500	5266	83.96	636100	5.82
501 -1,000	484	7.71	362145	3.31
1,001- 2,000	254	4.05	371108	3.40
2,001 – 3,000	92	1.47	233269	2.13
3,001 – 4,000	38	0.61	130219	1.19
4,001- 5,000	28	0.44	127605	1.17
5,001- 10,000	53	0.84	371060	3.39
10,001 - and above	57	0.91	8694969	79.60
Total	6272	100	10926475	100

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5. 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	2022-23	%	2021-22	%
Physical form	164700	1.51	180819	1.65
Electronic form with NSDL	9373776	85.79	9348469	85.56
Electronic form with CDSL	1387999	12.70	1397187	12.78
Total	10926475	100	10926475	100

The Company's shares are traded on BSE Limited (BSE).

6. Categories of Shareholders as on 31st March, 2023:

About 98.49% of the total shareholding in the Company representing 1,07,61,775 shares are held in dematerialized form.

Sr No	Category of Shareholder	2022-23		2021-22	
		No of Shares	%	No of Shares	%
A.	Promoter & its Group - Indian				
a.	Individual / HUF	1820369	16.66	1820369	16.66
b.	Bodies Corporate	4858553	44.47	4858553	44.47
	Total Shareholding Promoter & Group Total (A)	6678922	61.13	6678922	61.13
B1	Public Shareholding – Institutions	-	-	-	-
a.	Mutual Funds	75	0.00	145	0.00
b.	Financial Institutions / Banks	1387	0.01	1436	0.01
c.	Central Government/	-	-	-	-
d.	Insurance Companies	527196	4.82	527196	4.82
	Sub-Total-B(1)	528658	4.84	528777	4.84
B.2	Non-Institutions				
a.	Individual Shareholders (share capital up to ₹ 1 lakhs)	2213657	20.26	2340594	21.42
b.	Individual Shareholders share capital above ₹ 1 lakhs)	541896	4.96	436650	4.00
	Others				
c.	IEPF	108513	0.99	103372	0.95
d.	Hindu Undivided Family	195479	1.79	193456	1.77
e.	Non-Resident Indians (Repat & Non-Repat)	97357	0.89	106589	0.97
f.	Independent Director/ Non Independent (Non promoter)	291	0.00	291	0.00
g.	Clearing Member	1187	0.01	7053	0.06
h.	Bodies Corporate (Body Corp-Ltd Liability Partnership)	560515	5.13	530771	4.68
	Sub-Total-B (2)	3718895	34.05	3718776	34.03
	Total public shareholding (B)=B(1)+B(2)	4247553	38.87	4247553	39.05
	Total (A+B)	1,09,26,475	100	1,09,26,475	100

7. Other Disclosures:

- Related Party Transactions: All transactions entered into during the financial year 2022-23 with related Parties as defined under the Companies Act were in the ordinary course of business and on an arm's 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 the 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 a policy on related party transactions in place and the same is available on the Company's website i.e. www.kesarinfra.com.

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- Penalties, strictures imposed: the BSE limited has imposed penalty for delay in submission of audited financial results for the quarter & year ended 31st March, 2022. The delay was for the period of 52 days. The Company had paid the fine of ₹ 1,50,000/- (One Lakh fifty Thousand only) to BSE limited. Apart from this no other penalties/ strictures imposed on the Company by the Stock Exchanges or SEBI or any other authority on any matter relating to capital markets during the last three years.
- Whistle Blower Policy / Vigil Mechanism: 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 that no discrimination will be meted out to any person for a genuinely raised concern. We confirm that during the financial year 2022-23, no Employee of the Company was denied access to the Audit Committee. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company: www.kesarinfra.com/policies.
- SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online. No complaints were received through Scores in the period under review.
- Subsidiary: The Audit Committee reviews the significant issues, including financial statements pertaining to the 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 subsidiary 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>.
- Certificate from Practising Company Secretary: 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 29th May, 2023. The Certificate is enclosed at the end of the corporate governance report.
- 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 2022-23.
- Commodity price risks and commodity hedging activities: The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.
- Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): The Company has not raised funds during the period under review.
- Disclosure by the Company and its Subsidiaries of 'Loans and Advances' in the nature of Loans to Firms/ Companies in which Directors are Interested by name and Amount': No loans and advances were given to firms/company in which directors are interested.
- Certification of Chief Executive Officer & Chief Financial Officer: The requisite certification from the Chief Executive Officer (CEO) (appointed w.e.f. 13.02.2023) and Chief Financial Officer (CFO) certifying inter- alia that the Financial Statements 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 was 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.
- All the requirements of corporate governance report of sub paragraphs (2) to (10) Para C of Schedule V of the Listing Regulations has been duly complied with.
- The Company follows the Indian Accounting Standards (IND-AS) specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company has not adopted a treatment different from that prescribed in the aforesaid Indian Accounting Standards, in the preparation of financial statements.
- Recommendations of Committees to the Board: There were no instances during the financial year 2022-23 wherein the Board had not accepted recommendations made by any Committee of the Board.

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- Declaration signed by the Chief Executive Officer (appointed w.e.f. 13.02.2023) stating that the members of the 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.
- Incompliance of the discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015: The Internal Auditor of the Company reports to the Audit Committee of the Board of Directors.

8. Total fees paid to Statutory Auditors of the Company

Total fees paid for all services by Kesar Terminals & Infrastructure Ltd (KTIL) to M/s. Chandabhoy & Jassoobhoy, Statutory Auditor for the FY 2022-23:

Particulars	Amount (₹ in lakh)
Audit fees	8.00
Towards Consultancy	0
Other Fees paid to firms in the network entity of which Auditors are part of	0
Total	8.00

9. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Shareholders, who have not encashed their dividend warrants in respect of the dividend declared for the financial year 2015-16 onwards, are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA - Link Intime India Private Limited at the address mentioned above.

The details of declared dividends are as under:

Date of declaration	For the Financial Year	Rate of Dividend	Due date of transfer to IEPF
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
24.08.2021	2020-2021	Final@30%	30-09-2028

Furthermore, the IEPF Rules mandate companies to transfer shares of shareholders whose dividend amounts remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of shares. Thereafter, the shareholders will not be able to get the same from the Company.

The details of unclaimed dividends and shares transferred to IEPF during FY 2022-23 are as follows:

Financial Year	Amount of unclaimed Dividend Transferred	No. of Shares transferred
2014-15	₹ 2,64,124	5257

The members whose shares had been transferred to IEPF may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website: www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

The Members who have a claim on the above dividends and shares may claim the same from the IEPF Authority by submitting an online application in the prescribed web-Form No. IEPF-5 available on the website www.iepf.gov.in and send an original form and acknowledgement, along with requisite documents duly self-certified by the claimant(s), as enumerated in the Instruction Kit, to the Company for vetting and suitable recommendation to IEPF Authority. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

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CEO and CFO certification

The Board of Directors Kesar Terminals & infrastructure Limited

We, Debasis Bhattacharya, Chief Executive Officer (w.e.f. 13/02/2023) and Vipul Doshi, Chief Financial Officer of Kesar Terminals & Infrastructure Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2023 and;
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and 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.
- D. During the year, we have indicated to the auditors and the Audit committee:
 - (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud if any that we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Kesar Terminals & infrastructure Limited**

Debasis Bhattacharya
Chief Executive Officer

Vipul Doshi
Chief Financial Officer

Date: 29.05.2023
Place: Mumbai

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

**Certificate on compliance with the conditions of Corporate Governance under SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Members

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Oriental House,

7 Jamshedji Tata Road,

Churchgate Mumbai- 400020.

We have examined the compliance of the conditions of Corporate Governance by **KESAR TERMINALS & INFRASTRUCTURE LIMITED** ('the Company') for the financial year ended 31st March, 2023, as stipulated in 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 conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended 31st March, 2023.

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

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

Ragini Chokshi
(Partner)

C. P. No.: 1436

FCS NO.: 2390

PR NO: 659/2020

UDIN: F002390E000514671

Date: 28.06.2023

Place: Mumbai

Declaration by the CEO under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2023.

For **Kesar Terminals & Infrastructure Limited**

Place: Mumbai

Date: 29.05.2023

Debasis Bhattacharya

Chief Executive Officer (w.e.f. 13/02/2023)

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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,
KESAR TERMINALS & INFRASTRUCTURE LIMITED
Oriental house 7 J 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 March 31, 2023 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
1	HARSH RAJNIKANT KILACHAND	00294835	20/12/2017
2.	JAYANTO KUMAR DEVGUPTA	00515391	11-05-2010
3.	RAJINDER SINGH LOONA	02305074	01/06/2010
4	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.**
(Company Secretaries)

Ragini Chokshi
(Partner)
FCS 2390
CP No.: 1436
PR No.: 659/2020
UDIN: F002390E000514528

Place: Mumbai
Date: 28.06.2023

INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Terminals and Infrastructure Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified 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, 2023, 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 "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters mentioned in the Basis for Qualified Opinion section of our report, 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, 2023, its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. We draw attention to Note 33 of the standalone Ind AS financial statements in respect of 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. As stated in Note, the Letters Patent Appeal (LPA) / Special Civil Application (SCA) filed by the Company has been dismissed by the Hon'ble Gujarat High Court and the Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. However, pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the standalone Ind AS financial statements in respect of incremental liability or any impact on the leased assets recognised in the financial statements being the same currently not ascertainable and depreciation on assets constructed on lease hold land has been continued to be charged as per the rates prescribed in Schedule II of the Companies Act 2013 and right to use lease assets are continued to be recognised based on the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Company as well as the Right to use – Lease assets recognized by the Company.
- b. We draw attention to Note 34 of the standalone Ind AS financial statements with regard to Company's non-current investment in and other non-current loan to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company, aggregating ₹ 9803.04 lakhs and ₹ 5441.93 lakhs respectively as at March 31, 2023. As stated in the said note, KMLL has incurred substantial losses till current year and the net worth of KMLL has been fully eroded. In view of the huge losses in KMLL and pendency of Insolvency and Bankruptcy Code, 2016 (IBC) proceedings, during the quarter ending 31.03.2022, the management as prudent accounting practice, had taken a view to make provision for impairment of loans and Investments of ₹ 6,858.33 Lakhs @ 50% of the total loans and investments outstanding as on 31.03.2022. Also, the management had taken a decision not to book the notional interest income as per IND AS on investments in KMLL (i.e. 0% preference shares and Interest free Unsecured Loans) and notional commission on corporate guarantee given on Loans taken by KMLL w.e.f. 01.04.2021. Further, the Company has during the year decided to divest upto 100 % equity and/or preference stake in KMLL and the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for sale of equity and/or preference stake of KMLL from the prospective buyer which is accepted by the company and which is subject to the execution of definitive agreements in agreed form, the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities. As stated in the note, the management will consider a final call of further provisions / write off / write back of its carrying value of investments and loans in KMLL once the proposed divestment is concluded. The above will have an impact on the profit and carrying values of these non-current investments and loans.
- c. We draw attention to Note 34 of the standalone Ind AS financial statements in respect of the petition filed by lenders of the Subsidiary Company (KMLL) against the Company being a corporate guarantor for the borrowings availed by the Subsidiary Company, KMLL from lenders. As stated in the note, the total outstanding loans (including interest) availed by the KMLL from Banks as at 31.03.2023 is ₹ 16,737.93 Lakhs (March 31, 2022, ₹ 17,110.02 Lakhs). There were defaults in

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repayments of the borrowings by KMLL to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor in view of default, was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP. KMLL has made part payments towards OTS and there are overdues as on 31.03.2023. However, no provision has been made in the books of account in respect of liability if any that may arise on account of the invocation of the Corporate Guarantee with respect to pending repayment obligations under OTS by KMLL towards lenders.

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 qualified 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.

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 standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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.

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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 scepticism 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 standalone Ind AS 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.

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.

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Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2020 ("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, except for the possible effects of the matters described in the Basis for Qualified Opinion section, 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 except as otherwise stated in para (a) of the Basis of Opinion section of this report with regard to the impairment of non-current investment in and other non-current loan to Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary company (IND AS 36 – Impairment of Assets);
 - e. The matters described under the Basis for Qualified Opinion 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, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 standalone Ind AS 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 details of pending litigations in its standalone Ind AS financial statements - Refer Note 33 and 34 to the standalone Ind AS financial statements. However, as stated in the said notes, the impact of the above on financial statements of the Company cannot be ascertained at present;
 - (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.
 - (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in

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other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- (v) The Company has not declared or paid any dividend during the year.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

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

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 23102580BGWIFE2109

Place: Mumbai
Date: May 29, 2023

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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, 2023]

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable interval and no material discrepancies were noticed on verification between the physical assets and the book records. In our opinion, the frequency of verification of Property, Plant and Equipment is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- The leasehold lands have been transferred from Kesar Enterprises Limited to the Company on account of scheme of demerger sanctioned by Hon'ble High Court of Bombay. However, Deendayal Port Trust has raised a demand towards transfer/upfront fees for which Company had filed a Letter Patent Appeal (LPA)/ Special Civil Application (SCA) in Hon'ble High Court of Gujarat against the demand raised by the DPT. Further, for certain portion of leasehold land where the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. However, vide Order dated 06.05.2022, the SCA and LCA filed by the Company has been dismissed by the Hon'ble High Court of Gujarat. The Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. Also Refer Note no. 33 of the standalone Ind AS financial statements.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
- (ii) (a) According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable and procedures and coverage as followed by management were appropriate. As informed to us, no discrepancies were noticed on verification carried out during the year between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. Hence, clause 3(ii) (b) of the Order is not applicable to the Company during the year.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has provided following loans or provided advances in the nature of loans, or stood guarantee, or provided security during the year: -

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(₹ in Lakhs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided / renewed during the year				
- Subsidiaries			1728.30	
- Others			1.47	
Balance Outstanding as at balance sheet date in respect of above cases	10,811.00			
- Subsidiaries	(Also Refer Note 33 of the standalone Ind AS financial statements)		5441.93	
- Others			1.51	

- (b) According to the information and explanations given to us, investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided during the year are not prejudicial to the Company's interest.
- (c) According to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal has been stipulated and the said loans are interest free. Loans aggregating to ₹ 465.50 lakhs fell due during the year and have not been repaid during the year.
- (d) As stated above, loans aggregating to ₹ 465.50 lakhs are overdue as at March 31, 2023 and loans aggregating to ₹ 295.50 are overdue for more than ninety days. No steps have been taken for the recovery of overdue amounts in view of the wholly owned subsidiary company to whom the loans are granted has incurred losses and has also defaulted in repayment of its borrowings from banks. Also refer Note 34 of the financial statements.
- (e) According to the information and explanations given to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of sections 185 and 186 of the Companies Act.
- (v) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and hence the directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable.
- (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 Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other applicable statutory dues to the appropriate authorities during the year. According to the information and explanations given to us, there are no material undisputed statutory dues outstanding as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute as at March 31, 2023 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)	

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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	142.26	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)	
Income Tax Act, 1961	Income Tax	21.82	Assessment Year 2017-18	Commissioner of Income Tax (Appeals)	
Income Tax Act, 1961	Income Tax	48.87	Assessment Year 2018-19	Commissioner of Income Tax (Appeals)	

- (viii) According to the information and explanations given to us, there are no such transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to the lenders except that the Corporate guarantee given by the Company towards borrowings availed by Company's wholly owned subsidiary Company has been invoked by the bank. Also refer Note 34 to the standalone Ind AS financial statements.
- (b) According to the information and explanations given to us, the Company is not declared as wilful defaulter by any banks or financial institution or other lender.
- (c) According to the information and explanations given to us, the Company has not obtained any term loans during the year. Hence, clause 3(ix)(c) of the Order is not applicable to the Company for the year.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, the funds raised on short term basis have not been utilized for long term purposes by the Company during the year.
- (e) According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, Clause 3(x)(a) of the Order is not applicable to the Company during the year.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (xi) (a) Based on the audit procedures performed and the information and explanations given by the management, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors during the year in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, no whistle blower complaints have been received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Hence Clause 3(xii) of the Order is not applicable.

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- (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 Companies Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has internal audit system commensurate with size and nature of its business.
- (b) The reports of the internal auditors for the period under audit were considered by us while framing our opinion on the financial statements of 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 them during the year.
- (xvi) (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Clause 3(xvi)(b) of the Order is, therefore, not applicable to the Company.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us, the Company does not have any CIC as a part of the Group.
- (xvii) According to the information and explanations given to us, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and further based on our examination of the records of the Company, except for the possible effects of the matters mentioned in the Basis for Qualified Opinion section of our report, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company.
- We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanation given to us, the Company does not have any unspent amounts in respect of any ongoing projects or other than any ongoing projects as specified in section 135 of the Companies Act. Hence, clause xx (a) and (b) of the order are not applicable to the Company for the year.

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

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 23102580BGWIFE2109

Place: Mumbai
Date: May 29, 2023

Annual Report 2022-2023

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, 2023

Report on the Internal Financial Controls with reference to the standalone 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 standalone financial statements of Kesar Terminals and Infrastructure Limited ("the Company") as of March 31, 2023 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 standalone 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 standalone 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 standalone 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 standalone 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 standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone 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 standalone 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 standalone financial statements.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone 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 standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023 based on the internal control with reference to standalone 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: 23102580BGWIFE2109

Place: Mumbai
Date: May 29, 2023

Annual Report 2022-2023

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

		(₹ In Lakhs)		
PARTICULARS		Note No.	As at 31 st March, 2023	As at 31 st March, 2022
I. ASSETS				
1 Non-current assets				
(a)	Property, plant and equipment	2	2,433.95	2,594.75
(b)	Capital work in progress	2	8.60	42.67
(c)	Right to Use - Lease Assets	2	4,615.12	4,739.14
(d)	Intangible assets	2	0.83	1.02
(e)	Financial assets			
(i)	Investments	3	6,858.39	6,858.39
(ii)	Loans	4	853.69	0.57
(iii)	Others	5	36.96	45.00
(f)	Deferred Tax Assets (net)	6	125.94	30.95
2 Current assets				
(a)	Inventories	7	5.70	7.49
(b)	Financial Assets			
(i)	Investments	8	101.25	-
(ii)	Trade receivables	9	410.02	272.77
(iii)	Cash and cash equivalents	10	97.62	183.92
(iv)	Bank balances other than cash and cash equivalents	11	17.92	11.49
(v)	Loans	12	676.12	1.73
(c)	Current tax assets (net)	13	-	82.26
(d)	Other current assets	14	40.85	835.90
TOTAL			16,282.96	15,708.05
II. EQUITY AND LIABILITIES				
1 Equity				
(a)	Equity Share capital	15	546.32	546.32
(b)	Other equity	16	8,302.14	7,876.51
2 Liabilities				
A Non-current liabilities				
(a)	Financial liabilities			
(i)	Borrowings	17	40.16	69.13
(ii)	Lease Liabilities	18	4,864.66	5,027.50
(b)	Provisions	19	52.00	56.09
B Current liabilities				
(a)	Financial liabilities			
(i)	Borrowings	20	28.97	31.85
(ii)	Lease Liabilities	21	2,046.76	1,682.99
(iii)	Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	22	1.32	1.88
	Total outstanding dues of creditors other than micro enterprises and small enterprises	22	68.24	110.80
(iv)	Other financial liabilities	23	94.64	185.19
(b)	Other current liabilities	24	71.56	82.81
(c)	Provisions	25	48.57	36.98
(d)	Current tax liabilities (net)	26	117.62	-
TOTAL			16,282.96	15,708.05
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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

KESAR TERMINALS & INFRASTRUCTURE LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

		(₹ In Lakhs)	
PARTICULARS	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I Revenue:			
Income from operations	27	3,349.65	3,251.03
Other income	28	22.66	107.09
Total Income		3,372.31	3,358.12
II Expenses:			
Employee benefits expense	29	895.58	899.43
Finance cost	30	741.91	702.48
Depreciation and amortisation expense	2	366.01	386.82
Other expenses	31	770.98	840.37
Total Expenses		2,774.48	2,829.10
III Profit before Exceptional items & Tax (I-II)		597.83	529.02
IV Provision for Impairment of Loans and Investments in subsidiary company		-	6,858.33
V Profit before tax (III-IV)		597.83	(6,329.31)
VI Tax Expense:			
(a) Current tax		263.00	295.00
(b) Deferred tax		(94.10)	(127.53)
(c) Deferred Tax reversal of fair value of investments		-	789.23
(d) Excess provision of earlier years written back		1.10	(3.32)
VII Profit for the year (V-VI)		427.83	(7,282.69)
VIII Other comprehensive income			
A Items that will not be reclassified to profit or loss			
(i) Measurements of defined employee benefit plans		(3.10)	4.48
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.90	(1.30)
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		(2.20)	3.18
IX Total comprehensive income for the year (VII + VIII)		425.63	(7,279.51)
X Earnings per equity share of ₹ 5 each;	47		
Basic (in ₹)		3.92	(66.65)
Diluted (in ₹)		3.92	(66.65)
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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

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STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

PARTICULARS	(₹ In Lakhs)	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX	597.83	(6,329.31)
Non-cash adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expenses	366.00	386.82
Provision for Impairment of Loans and Investments in subsidiary company	-	6,858.33
Net Gain arising on Financial Asset measured at FVTPL	(1.01)	-
Gain on Sale/Fair valuation of Mutual Fund	(1.83)	(19.02)
Interest Income	(1.78)	(1.33)
Finance Cost	741.90	702.48
Profit on sale of Property, plant and equipment	(2.92)	(14.41)
Allowance for Doubtful debts	2.80	(2.09)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,700.99	1,581.47
Movements in working capital:		
(Increase)/Decrease in Inventories	1.79	(0.69)
(Increase)/Decrease in Trade Receivables	(140.05)	104.62
(Increase)/Decrease in Current Financial Assets Loans	0.45	0.09
(Increase) / Decrease in Other non current Financial assets	5.72	(4.94)
(Increase) / Decrease in Other current assets	(1.27)	(1.16)
Increase / (Decrease) in Trade Payables	(43.13)	(152.55)
Increase / (Decrease) in Current Financial Liabilities-Others	-	123.97
Increase / (Decrease) in Other Current Liabilities	(97.11)	2.11
Increase / (Decrease) in Current Provision	8.49	12.25
Increase / (Decrease) in Non Current Provision	(4.09)	(12.55)
CASH GENERATED FROM OPERATIONS	1,431.79	1,652.62
Taxes paid	(64.23)	(226.91)
NET CASH GENERATED FROM OPERATING ACTIVITIES	1,367.56	1,425.71
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipment including intangible assets & capital work in progress	(5.26)	(69.95)
Sale of property, plant and equipment	4.55	17.41
Purchase of Investment in Mutual Fund	(425.00)	(1,302.85)
Sale of Investment in Mutual Fund	326.60	2,212.53
Amount paid towards One Time Settlement (refer note no 14 (d))	-	(800.00)
Loan to Subsidiary	(728.30)	(844.05)
Interest Received	0.78	1.59
NET CASH USED IN INVESTING ACTIVITIES	(826.63)	(785.32)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Borrowings	(31.85)	(30.86)
Proceeds from Borrowings	-	18.00
Dividend Paid	(2.90)	(164.60)
Lease Liabilities paid	(577.58)	(379.18)
Interest and Finance Charges Paid	(8.47)	(10.21)
NET CASH (USED IN) FINANCING ACTIVITIES	(620.80)	(566.85)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(79.87)	73.54
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	195.41	121.87
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	115.54	195.41
COMPONENTS OF CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS	97.62	183.92
OTHER BANK BALANCES *	17.92	11.49
TOTAL CASH AND CASH EQUIVALENTS	115.54	195.41

* Other Bank balances includes Unclaimed Dividend of ₹ 8.59 Lakhs (previous year ₹ 11.49 Lakhs) which company can utilise only towards settlement of the respective unclaimed dividend and ₹ 9.33 Lakhs (previous year ₹ Nil) is held as lien with bank)

Note : Figures in brackets are outflows

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS (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

(₹ in Lakhs)

PARTICULARS	As At 31st March, 2022	Net Cash Flow	Non Cash Changes		As At 31st March, 2023
			Fair Value Changes	Current/ Non Current Classification	
Borrowings Non current	69.13	-	-	(28.97)	40.16
Other Financial Liabilities	31.85	(31.85)	-	28.97	28.97

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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

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

(₹ in Lakhs)

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2023
546.32	-	546.32	-	546.32

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance as at March 31, 2022
546.32	-	546.32	-	546.32

B : Other Equity

(₹ in Lakhs)

Particulars	Reserve and Surplus			Total Other Equity
	General Reserves	Retained Earnings	Other Comprehensive Income	
Balance as at April 01, 2021	4,974.99	10,348.33	(3.40)	15,319.92
Total Comprehensive income for the year				
Profit / (Loss) for the year	-	(7,282.69)	-	(7,282.69)
Other Comprehensive Income for the year	-	-	3.18	3.18
Final Dividend Paid	-	(163.90)	-	(163.90)
Balance as at April 01, 2022	4,974.99	2,901.74	(0.22)	7,876.51
Total Comprehensive income for the year				
Profit / (Loss) for the year	-	427.83	-	427.83
Other Comprehensive Income	-	-	(2.20)	(2.20)
Closing Balance as at March 31, 2023	4,974.99	3,329.57	(2.42)	8,302.14

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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

The Honourable National Company Law Tribunal, Mumbai ("NCLT") by order dated 7th March 2022 admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by Bank of Baroda against the company, being the corporate guarantor in respect of debts of subsidiary company Kesar Multimodal Logistics Ltd (KMLL) who has defaulted in repaying the outstanding loans. Shri Prashant Jain Registration Number (IBBI/IPA-001/IP-P01368/2018-2019/12131) was appointed as Interim Resolution Professional to carry out functions as mentioned under Insolvency & Bankruptcy Code, 2016. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders of KMLL and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 04.10.2022 withdrew the CIRP. Consequently, the powers of the Board of Directors which were suspended on 07/03/2022 due to CIRP are reinstated.

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.

Ministry of Corporate affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standard) Amendment Rules, 2023, as below:

IndAS 1-Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

IndAS 8-Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

IndAS 12-Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

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.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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.

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 Obligations:

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.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

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 recognizes 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.

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.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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
Computers	3 to 6 years
Office Equipment	3 to 10 Years
Furniture & Fixtures	10 Years
Roads	5 Years
Buildings	3 to 30 Years
Plant & Machinery	10 to 25 Years
Vehicles	8 Years
Leasehold Land	30 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.
- 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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

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.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 assets :

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

Contingent 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 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 recognizes 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.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 less than 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

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 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.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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. However, trade receivables that do not contain a significant financing component are measured at transaction price. 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 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

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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

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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 are also classified as above.

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 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.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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. 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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2023**

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 31st March, 2023
	Balance as at 1st April, 2022	Additions	Disposals	Balance as at 31st March, 2023	Balance as at 31st March, 2023	
(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	-	179.25
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-
Total	757.48	-	-	757.48	-	677.57
(ii) Buildings (on Leased Land)	399.88	0.42	-	400.30	22.54	216.02
(iii) Plant and equipment	2,181.14	35.85	-	2,216.99	111.45	1,435.47
(iv) Furniture and Fixtures	32.17	-	-	32.17	2.25	8.11
(v) Office Equipments	86.22	0.92	0.49	86.65	10.39	15.32
(vi) Vehicles	222.92	-	12.54	210.38	37.83	81.46
Total (a)	3,679.81	37.19	13.03	3,703.97	196.35	2,433.95
(b) Capital Work In Progress (Refer Note No 35)	42.67	1.78	35.85	8.60	-	8.60
(c) Right to Use - Lease Assets	5,230.06	45.07	-	5,275.13	169.09	4,615.12
(d) Intangible Assets						
Computer software	6.43	0.38	-	6.81	0.57	0.83
Total (a+b+c+d)	8,958.97	84.42	48.88	8,994.51	366.01	7,058.50

**CWIP Ageing schedule
FOR THE YEAR ENDED 31ST MARCH - 2023**

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects temporarily suspended	-	0.27	8.33	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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, 2022)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation		Net Block Balance as at 31st March, 2022
	Balance as at 1st April, 2021	Additions	Disposals	Balance as at 31st March, 2022	On Disposal/ 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	-	191.14
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-
Total	757.48	-	-	757.48	11.89	689.46
(ii) Buildings (on Leased Land)	399.88	-	-	399.88	34.94	238.14
(iii) Plant and Equipment	2,181.01	0.13	-	2,181.14	111.88	1,511.07
(iv) Furniture and Fixtures	30.23	2.00	0.06	32.17	2.75	10.36
(v) Office Equipments	76.72	9.82	0.32	86.22	14.01	24.82
(vi) Vehicles	221.14	25.25	23.47	222.92	47.05	120.90
Total (a)	3,666.46	37.20	23.85	3,679.81	222.52	2,594.75
(b) Capital Work In Progress (Refer Note No 35)	8.33	34.34	-	42.67	-	42.67
(c) Right to Use - Lease Assets	5,230.06	-	-	5,230.06	163.64	4,739.14
(d) Intangible Assets						
Computer software	6.43	-	-	6.43	0.66	1.02
Total (a+b+c+d)	8,911.28	71.54	23.85	8,958.97	20.84	7,377.58

CWIP Ageing schedule FOR THE YEAR ENDED 31ST MARCH, 2022

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in progress	34.07	-	-	34.07
Projects temporarily suspended	0.27	-	8.34	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

3. NON CURRENT FINANCIAL ASSETS - INVESTMENTS (₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Investments		
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 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 Lakh shares are pledged to the lender of the subsidiary company.)	4,180.00	4,180.00
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. Extent of Holding:- 100% (Previous Year : 100%) of total issued and paid up Zero Coupon Redeemable Preference Share Capital of Kesar Multimodal Logistics Limited	1,211.78	1,211.78
Contribution towards Equity Capital (Corporate Guarantee and Interest on Preference Shares and unsecured Loans)	4,411.26	4,411.26
Less: Provision for Impairment of Investments in Subsidiary company {Aggregate amount of Unquoted Investments is ₹ 6,858.35 Lakhs (Previous Year: ₹ 6,858.35 Lakhs)}	(2,944.70)	(2,944.70)
Total	6,858.39	6,858.39

4. NON-CURRENT FINANCIAL ASSETS - LOANS

Unsecured, Considered good		
(a) Loans and Advances to Employees	0.23	0.57
(b) Loan to related party : Kesar Multimodal Logistics Ltd (Subsidiary Company) (Out of Total loan of ₹ 5,441.93 Lakhs (Previous year : ₹ 3,913.63 Lakhs), Loan of ₹ 674.84 Lakhs (Previous year : Nil), having current maturities is disclosed in note no. 12(b))	4,767.09	3,913.63
Less : Provision for Impairment of Loans given to subsidiary company (Refer note no.34(b))	(3,913.63)	(3,913.63)
Total	853.69	0.57

Details of loans granted to Promoters, Directors, KMP's and related parties ;

Type of Borrower	As at 31st March 2023		As at 31st March 2022	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties (Kesar Multimodal Logistics Ltd)	5,441.93	99.97	3,913.63	99.94
Total	5,441.93		3,913.63	

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

5. NON-CURRENT FINANCIAL ASSETS - OTHERS		(₹ in Lakhs)	
PARTICULARS	As at 31st March 2023	As at 31st March 2022	
Unsecured, Considered good			
(a) Security Deposits	29.94	26.11	
(b) Fixed Deposits with maturity of more than 12 months (Held as lien/ security with various customers and government agencies)	6.66	15.88	
(c) Interest accrued on Deposits	0.36	3.01	
Total	36.96	45.00	
6. DEFERRED TAX LIABILITIES (NET)			
(a) Deferred Tax Assets			
i) Expenses allowable on payment basis for Tax purposes	26.04	27.96	
ii) Fair Valuation of Investments and Lease Payments	350.54	310.73	
	376.58	338.69	
(b) Deferred Tax Liability			
Impact of difference between carrying value of fixed asset as per tax base and as per financial statements	(250.64)	(307.74)	
Net Deferred Tax Liabilities (a+b)	125.94	30.95	
7. INVENTORIES			
Stores and spares	5.70	7.49	
(Valued at Lower of Cost and Net Realisable Value)			
Total	5.70	7.49	
8. CURRENT INVESTMENTS			
Investment in Mutual Funds (Unquoted)			
3,68,254.580 Units (Previous Year : Nil) in HDFC Short Term Debt Fund (Direct Growth)	101.25	-	
Total	101.25	-	
Aggregate amount of Unquoted Investment at Market Value (NAV)	101.25	-	
Aggregate Cost of Unquoted Investment	100.24	-	
9. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES			
Unsecured			
Considered Good	410.02	272.77	
Considered Doubtful	8.37	5.57	
Total	418.39	278.34	
Less: Allowance for bad and doubtful debts	(8.37)	(5.57)	
Total	410.02	272.77	

Provision for doubtful debt has been made at 2% of the Trade Receivables.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	412.36	-	-	-	6.03	418.39
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables – considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	412.36	-	-	-	6.03	418.39
Less: Allowance for bad and doubtful debts						(8.37)
Total						410.02

PARTICULARS	For the year ended 31.03.2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	260.49	-	-	3.31	14.54	278.34
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables – considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	260.49	-	-	3.31	14.54	278.34
Less: Allowance for bad and doubtful debts						(5.57)
Total						272.77

10. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) Balance with Banks		
- In Current Accounts	96.92	182.95
(b) Cash on hand	0.70	0.97
Total	97.62	183.92

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

11. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

PARTICULARS	As at	As at
	31st March 2023	31st March 2022
(a) Balance with Banks on unclaimed Dividend Accounts	8.59	11.49
(b) Fixed Deposits with original maturity of more than 3 months but less than 12 months (Held as lien with bank)	9.33	-
Total	17.92	11.49

12. OTHER FINANCIAL ASSETS - LOANS

Unsecured , Considered Good

a) Loans and Advances to Employees	1.28	1.73
b) Loan to related party : Kesar Multimodal Logistics Ltd (Subsidiary Company) (Refer note no.4(b))	674.84	-
Total	676.12	1.73

13. CURRENT TAX ASSETS (NET)

Income Taxes paid (Net of provision for Tax: Nil (previous year : ₹ 786.13 lakhs))	-	82.26
Total	-	82.26

14. OTHER CURRENT ASSETS

Unsecured, Considered good

(a) Prepaid expenses	17.79	29.14
(b) GST Input Credit	1.27	4.90
(c) Interest accrued on Deposits	3.65	-
(d) Other advances recoverable in cash or kind*	18.14	801.86
Total	40.85	835.90

* Company being the promoter/holding company/corporate guarantor had submitted an One time Settlement (OTS) proposal in the year 2021-22 for settlement of dues of KMLL and had paid ₹ 800.00 Lakhs in No Lien Account to banks towards OTS proposal. The same was adjusted towards the OTS settlement after it was sanctioned during the year and shown as loan to KMLL as on 31.03.2023.

* Include Rs.Nil (Previous Year : ₹ 1.00 Lakh) receivable from Kesar Enterprises Ltd where the Director of the company is Director therein.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

15. SHARE CAPITAL

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
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

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

PARTICULARS	As at 31st March 2023		As at 31st March 2022	
	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	-	-	-	-
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.

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

PARTICULARS	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	3,145,747	28.79%	3,145,747	28.79%
Kesar Enterprises Limited	1,040,000	9.52%	1,040,000	9.52%
V V Sahasrabudhe (Holder for Harsh Family Trust)	640,348	5.86%	640,348	5.86%

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- (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

(₹ in Lakhs)

PARTICULARS	Year (Aggregate No. of Shares)				
	2021-22	2020-21	2019-20	2018-19	2017-18
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

- (e) **Shareholding of Promoters**

Shares held by promoters at the end of the year

PARTICULARS	As at 31.03.2023			As at 31.03.2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Shreemati Ambalal Kilachand	12,631	0.12	-	12,631	0.12	-
Rajnikant A Kilachand Huf	20,073	0.18	-	20,073	0.18	-
Harsh Rajnikant Kilachand (HUF)	39,929	0.37	-	39,929	0.37	-
Rohita Harsh Kilachand	303,409	2.78	-	303,409	2.78	-
Rohan Harsh Kilachand	305,241	2.79	-	305,241	2.79	-
Harsh Rajnikant Kilachand	498,738	4.56	-	498,738	4.56	-
V V Sahasrabudhe	640,348	5.86	-	640,348	5.86	-
India Carat Pvt Ltd	14,780	0.14	-	14,780	0.14	-
Seel Investment Pvt Ltd	319,852	2.93	-	319,852	2.93	-
Indian Commercial Company Pvt Ltd	338,174	3.09	-	338,174	3.09	-
Kesar Enterprises Ltd.	1,040,000	9.52	-	1,040,000	9.52	-
Kesar Corporation Pvt Ltd	3,145,747	28.79	-	3,145,747	28.79	0.63%
Total	6,678,922	61.13		6,678,922	61.13	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

16. OTHER EQUITY

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) General Reserve		
Opening Balance	4,974.99	4,974.99
(+) Addition during the year	-	-
Closing Balance	<u>4,974.99</u>	<u>4,974.99</u>
(b) Retained Earnings		
Opening Balance	2,901.74	10,348.33
(+) Net Profit/(Loss) for the current year	427.83	(7,282.69)
(-) Final Dividend Paid	-	163.90
Closing Balance	<u>3,329.57</u>	<u>2,901.74</u>
(c) Other Comprehensive Income		
Opening Balance	(0.22)	(3.40)
(+) Addition during the year	(2.20)	3.18
Closing Balance	<u>(2.42)</u>	<u>(0.22)</u>
Total	<u>8,302.14</u>	<u>7,876.51</u>

17. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS

Secured Borrowings

Vehicle Loans From Banks

40.16

69.13

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 8.01% to 9.90% p.a.

Total

40.16

69.13

[Out of total Secured Borrowings of ₹ 69.13 Lakhs (Previous Year : ₹ 100.98 Lakhs), borrowings of ₹ 28.97 Lakhs (Previous Year : ₹ 31.85 Lakhs) having Current Maturities, have been disclosed in Note No.20]

18. NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease Liabilities Payable

4,864.66

5,027.50

Total

4,864.66

5,027.50

19. NON CURRENT - PROVISIONS

Provision for employee benefits

Leave Encashment (unfunded)

52.00

56.09

Total

52.00

56.09

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

20. CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Current maturities of long-term debt		
Current maturities of long-term debt - secured borrowings (refer note no. 17)	28.97	31.85
Total	28.97	31.85

21. CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease Liability payable	2,046.76	1,682.99
Total	2,046.76	1,682.99

22. TRADE PAYABLES

(a) Total outstanding dues of micro enterprises and small enterprises (refer note no. 46)	1.32	1.88
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	68.24	110.80
Total	69.56	112.68

TRADE PAYABLES AGEING

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.32				1.32
(ii) Others	67.21	0.85	0.18		68.24
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
Total	68.53	0.85	0.18	-	69.56

PARTICULARS	As at 31st March, 2022				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.88				1.88
(ii) Others	110.80				110.80
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
Total	112.68	-	-	-	112.68

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

23. CURRENT FINANCIAL LIABILITIES - OTHERS (₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) Interest accrued but not due on borrowings	-	0.01
(b) Unclaimed dividends	8.59	11.49
(c) Unearned Income	86.05	60.69
(d) Other advance from customer*	-	113.00
Total	94.64	185.19

* Other advance from customer includes advance from a customer for financing the cost of customisation of one of the tank as per the customer's requirements and the same has been refunded back during the year.

24. OTHER CURRENT LIABILITIES

(a) Advance from Customers	-	2.67
(b) Statutory Liabilities	41.35	44.72
(c) Payables -(For Capital Goods)	-	1.76
(d) Outstanding Liabilities for expenses	30.21	33.66
Total	71.56	82.81

25. CURRENT PROVISIONS

Provision for employee benefits

(a) Gratuity (Funded)	15.41	5.30
(a) Leave Encashment (Unfunded)	33.16	31.68
Total	48.57	36.98

26. CURRENT TAX LIABILITIES (NET)

Provision for Income Tax	117.62	-
Net of Advance Taxes paid: ₹ 186.14 Lakhs (previous year : ₹ Nil)	-	-
Total	117.62	-

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

27. INCOME FROM OPERATIONS

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(a) Sale of Services (Income from providing storage tanks on hire/rental basis for liquid cargo and other related services)	3,336.07	3,237.33
(b) Other operating revenue (Handling charges)	13.58	13.70
Total	3,349.65	3,251.03

28. OTHER INCOME

(a) Interest on		
(i) Fixed Deposits	1.18	1.14
(ii) Interest on Income Tax Refund	1.47	-
(iii) Others	0.60	0.19
(b) Credit Balance Written Back	12.60	0.01
(c) Provision/write back for doubtful receivables	-	2.09
(d) Sale of Scrap	-	14.23
(e) Insurance Claim Received	-	39.92
(f) Profit on Sale of property plant and equipments	2.92	14.41
(g) Net Gain arising on Financial Asset measured at FVTPL	1.01	-
(h) Gain on Valuation/Sale of Mutual Funds	1.83	19.02
(i) Miscellaneous Receipts	1.05	16.08
Total	22.66	107.09

29. EMPLOYEE BENEFIT EXPENSE

(a) Salaries and Wages	794.53	798.55
(b) Contribution to Provident Fund	64.07	58.12
(c) Contribution to Gratuity Fund	12.62	12.11
(d) Staff Welfare	24.36	30.65
Total	895.58	899.43

30. FINANCE COST

(a) Interest Expense	741.59	702.20
(b) Other Borrowing Costs Bank Charges	0.32	0.28
Total	741.91	702.48

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

31. OTHER EXPENSES

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(a) Storage & Handling Charges	64.85	57.59
(b) Power & Fuel	84.86	82.07
(c) Rent	30.44	35.33
(d) Repairs		
(i) Plant & Machinery	208.99	267.84
(ii) Others	10.55	26.08
(e) Insurance	22.35	28.03
(f) Rates & Taxes	11.81	8.74
(g) Legal & Professional Fees	116.56	70.19
(h) Directors Sitting Fees	12.25	15.75
(i) Commission to Directors	-	14.85
(j) Auditors Remuneration		
(i) Statutory Audit Fees including Quarterly Reviews	8.00	7.25
(ii) Out Of Pocket Expenses	0.56	0.57
(k) Allowance for doubtful Debts	2.80	-
(l) Travelling and Conveyance Expenses	46.09	63.58
(m) Security Expenses	24.37	24.10
(n) Health & Safety Expenses	10.16	21.04
(o) Business Promotion Expenses	27.22	18.63
(p) Computer & Software Expenses	9.78	9.66
(q) Motor Car Expenses	19.24	20.08
(r) Office Expenses	0.61	17.06
(s) Listing Fees	3.00	3.00
(t) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note no 40)	25.26	25.33
(u) Miscellaneous Expenses	31.23	23.60
Total	770.98	840.37

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

32. Capital and other Commitments

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Estimated amount of contracts remaining to be executed and not provided for on capital account	-	-

33. Contingent Liabilities

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand on account of revision in rates of Lease Rent and Transfer fee/upfront rent for change in name*	7,393.69	6,754.18
ii) Additional demand on account of Electricity Charges **	53.42	53.42
b) Guarantee:		
i) 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. (Refer Note No 34 (b))	10,811.00	10,811.00
ii) Bank Guarantee in favor of Commissioner of Customs, Kandla	3.75	3.75
iii) Bank Guarantee in favor of Director General of Fire Services, Andhra Pradesh	9.33	9.33
c) Disputed liability on account of Income Tax	220.88	496.12
Total	18,492.07	18,127.80

* 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. Further DPT has also raised demand in respect of increase in the lease rent on account of revision of rates. The Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat, against the demand raised by the DPT. Further, for certain portion of leasehold land where the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. However, vide Order dated 06.05.2022, the SCA and LPA filed by the Company has been dismissed by the Hon'ble High Court of Gujarat. However, the Company has filed a Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble High Court of Gujarat. Pending the decision of the Hon'ble Supreme Court of India, no provision/ adjustments have been made in the financial statements in respect of the above, being the same currently not ascertainable and depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and lease period as already determined and recognised in earlier years. DPT, due to non-payment of dues by the company, had restricted the entry permit for the Company Operation Team to the port area. Consequently, the operations were suspended from 03.05.2023 to 10.05.2023 post which date the operations were resumed and are running.

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

34. (a) The total outstanding loans (including interest) availed by the Company's subsidiary - Kesar Multimodal Logistics Ltd (KMLL) from Banks as at 31.03.2023 is ₹16,737.93 Lakhs (March 31, 2022, ₹17,110.02 Lakhs). There were

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

defaults in repayments of the borrowings by Company's subsidiary Kesar Multimodal Logistics Limited to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor in view of default was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP.

The Lenders of KMLL had also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Company and its subsidiary company (i.e. KMLL). The proceedings were kept in abeyance due to the moratorium declared pursuant to CIRP. However, since the CIRP has been withdrawn on account of OTS with the lenders of KMLL, the DRT will be informed about the same in the next hearing with the request to keep the proceedings on hold till the completion of OTS and the parties are in the process of finalising the Consent Terms which will be filed before the DRT.

KMLL has made part payments towards OTS and there are overdues as on 31.03.2023. KMLL is seeking more time from lenders for repayment of OTS dues. Pending the outcome of the above, the Company has made no provision against liability that may arise, if any on account of invocation of the corporate guarantee w.r.t. pending repayment obligations under OTS by KMLL towards the lenders.

- b) The Company, as at March 31, 2023, has non-current investments in its wholly owned subsidiary company Kesar Multimodal Logistics Limited ('KMLL') that comprises of Equity Investment amounting to ₹ 4,180.00 Lakhs (March 31, 2022, ₹ 4,180.00 Lakhs), investment in zero coupon redeemable preference shares of KMLL amounting to ₹ 1,211.78 Lakhs (March 31, 2022 ₹ 1,211.78 Lakhs) and contribution towards equity capital amounting to ₹ 4,411.26 Lakhs (March 31, 2022 ₹ 4,411.26 Lakhs). Further, the Company has non-current loan as at March 31, 2023 in KMLL amounting to ₹ 5,441.93 Lakhs (March 31, 2022 ₹ 3,913.63 Lakhs). KMLL has incurred substantial losses till current year and its net worth as at March 31, 2023 has been fully eroded. In view of the huge losses in KMLL and pendency of Insolvency and Bankruptcy Code, 2016 (IBC) proceedings, during the quarter ending 31.03.2022, the management as prudent accounting practice, had taken a view to make provision for impairment of loans and Investments of ₹ 6,858.33 Lakhs @ 50% of the total loans and investments outstanding as on 31.03.2022. The management had taken a decision not to book the Notional Interest Income as per INDAS on investments in KMLL (0% preference shares and Interest free Unsecured Loans) and as such the notional commission on corporate guarantee given on Loans taken by KMLL w.e.f. 01.04.2021.

The company has during the year decided to divest upto 100% equity and/or preference stake in KMLL. The Board of Directors of the Company in its meeting held on 08th November, 2022 passed an enabling resolution in respect of the proposed Sale / disposal / transfer up to 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, a wholly owned Subsidiary. Further the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for sale of equity and/or preference stake of KMLL from the prospective buyer which is accepted by the company and which is subject to the execution of definitive agreements in agreed form, the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities.

The management will consider a final call of further provisions / write off / write back of its carrying value of investments and loans in KMLL once the proposed divestment is concluded.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

35. Capital Work in Progress includes

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Preoperative Expenses in respect of Pipavav Project	8.60	8.60
Phenol Area TLF Modification Terminal-1	-	25.35
Weighbridge Expansion Terminal-2	-	8.72
Total	8.60	42.67

36. 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 2023	For the year ended 31st March 2022
Present Value of benefit obligations	271.20	244.39
Fair Value of plan assets	(255.79)	(239.09)
Net liability /(Assets)	15.41	5.30
Amount in balance sheet Liabilities/ (Assets)	15.41	5.30

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Current service cost	12.24	11.72
Interest on obligation	0.38	0.39
Past Service Costs	-	-
Total included in employee benefit expense	12.62	12.11

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- (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 2023	For the year ended 31st March 2022
Opening defined benefit obligation	244.39	239.79
Current Service costs	12.24	11.72
Interest costs	17.47	16.43
Past Service Cost	-	-
Actuarial losses/ (gains) on obligations – Due to Experience	7.92	0.93
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(0.40)	0.04
Actuarial losses/ (gains) on obligations – Due to Change in Financial Assumptions	(3.78)	(4.59)
Benefits paid	(6.64)	(19.93)
Closing defined benefit obligation	271.20	244.39

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

	For the year ended 31st March 2023	For the year ended 31st March 2022
Actuarial (Gains)/Losses on obligation for the period	3.74	(3.62)
Return on Plan Assets, excluding interest income	(0.64)	(0.86)
Net actuarial losses (gains) recognized in year	3.10	(4.48)

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening net Liability/ (asset)	5.30	5.76
Expenses recognized in Statement of Profit and Loss	12.62	12.11
Expenses recognized in OCI	3.10	(4.48)
Net Liability / (asset) Transfer In	-	-
Employers Contribution	(5.61)	(8.09)
Net Liability/(Assets) Recognised in the Balance Sheet	15.41	5.30

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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 31st March 2023	For the year ended 31st March 2022
Present Value of Benefit Obligation at the beginning	244.39	239.79
Fair Value of Plan Assets at the beginning	(239.09)	(234.04)
Net Liability / (Assets) At the Beginning	5.30	5.76
Interest Cost	17.47	16.43
Interest Income	(17.09)	(16.04)
Net Interest cost for Current Period	0.38	0.39

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening fair value of plan assets	239.09	234.04
Adjustment in funds	-	-
Interest Income	17.10	16.04
Return on Plan Assets, Excluding Interest Income	0.64	0.86
Contributions by employer	5.60	8.09
Assets Transferred In /Acquisitions	-	-
Benefits paid	(6.64)	(19.93)
Closing fair value of plan assets	255.79	239.09

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 2023	For the year ended 31st March 2022
Discount rate	7.46%	7.15%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	7.46%	7.15%
Attrition rate	3.00%	1.00%
Mortality Tables	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

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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.

(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 2023	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2019
Defined benefit obligation	271.20	244.39	239.80	237.83	217.36
Plan assets	255.79	239.09	234.04	217.21	214.77
Surplus / (deficit)	(15.41)	(5.30)	(5.76)	(20.62)	(2.59)

(j) Experience Adjustment:

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2019
On plan Liability (Gains)/ Losses	7.92	0.93	(6.06)	(4.12)	(7.12)
On plan Assets Gains/ (Losses)	0.64	0.86	0.55	0.95	(4.98)

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 14.75 Lakhs (March 31, 2022 ₹ 15.39 Lakhs).

Defined Contribution Plans

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 64.07 Lakhs (March 31, 2022 ₹ 58.12 Lakhs)

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

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
1st Following Year	55.16	23.35
2nd Following Year	20.37	11.96
3rd Following Year	72.09	16.74
4th Following Year	28.24	71.81
5th Following Year	19.45	27.57
Sum of Years 6 To 10	89.64	97.47
Sum of Years 11 and above	131.32	175.00

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(l) Sensitivity Analysis

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Projected Benefit Obligation on Current Assumptions	271.20	244.39
Delta Effect of +1% Change in Rate of Discounting	(11.38)	(14.18)
Delta Effect of -1% Change in Rate of Discounting	12.67	15.98
Delta Effect of +1% Change in Rate of Salary Increase	11.12	13.44
Delta Effect of -1% Change in Rate of Salary Increase	(10.54)	(13.02)
Delta Effect of +1% Change in Rate of Employee Turnover	0.01	(0.30)
Delta Effect of -1% Change in Rate of Employee Turnover	(0.03)	0.29

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 lifetime 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 the probability of this is very less as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

Para 139(c) Characteristics of defined benefit plans

During the year, there were no plan amendments, curtailments, and settlements.

Para 147 (a)

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

37. 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 :

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 counter party 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 31st March 2023	As at 31st March 2022
0-180 days	412.36	260.49
More than 180 days	6.03	17.85
Total	418.39	278.34

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

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Balance at the beginning of the year	5.57	7.66
Add:- Additional provision made	2.80	-
Less:- Provision reversed	-	2.09
Balance at the end of the year	8.37	5.57

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 31st March, 2023 and 31st March, 2022.

Year ended 31st March, 2023

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Car Loan	28.97	40.16	-	69.13
Trade Payables	69.56	-	-	69.56
Others	94.64	-	-	94.64
Lease liability	2,046.76	2,723.64	2,141.02	6,911.42

Year ended 31st March, 2022

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Car Loan	31.85	69.13	-	100.98
Trade Payables	112.68	-	-	112.68
Others	185.19	-	-	185.19
Lease liability	1,682.99	2,672.48	2,355.02	6,710.49

Interest rate risk

The Company has only fixed rate borrowing.

38 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, 2023

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023	As at 31st March, 2022
Net Debt		
a) Long term Borrowing and Other Current Liabilities	69.13	100.98
b) Cash and Cash Equivalent	97.62	183.92
Net Debt (a-b)	(28.49)	(82.94)
Equity		
c) Equity share capital	546.32	546.32
d) Other Equity	8,302.14	7,876.51
Total - Equity (c+d)	8,848.46	8,422.83
Net debt/Equity Ratio	0.00	-0.01

39 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, 2023			March 31, 2022		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
Non-Current Financial Assets						
- Non Current-Investments	6,858.39			6,858.39		
- Non-Current Financial Assets - Loans	853.69			0.57		
- Other Non Current Assets	36.96			45.00		
- Current-Investments			101.25	-		
- Trade Receivable	410.02			272.77		
- Cash and Cash equivalent	97.62			183.92		
- Other Bank Balances	17.92			11.49		
Current Financial Assets-Others	676.12			1.73		
Total financial Asset	8,950.72	-	101.25	7,373.87	-	-
Financial Liabilities						
- Borrowings	69.13			100.98		
- Lease liabilities	6,911.42			6,710.49		
- Trade payable	69.56			112.68		
- Other Financial Liabilities	94.64			185.19		
Total financial liabilities	7,144.75	-	-	7,109.34	-	-

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40 CSR Expenditure:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
a) Excess amount spent in earlier years brought forward	5.24	4.69
b) Gross Amount required to be spent by the Company during the year	25.26	30.03
c) Amount spent during the year *	20.02	30.58
d) Excess of CSR spent carried forward to avail set off in next 3 financial years	-	5.24

* Out of ₹ 20.02 Lakh, ₹ 10.00 Lakh is donated to RK HIV & Aids Research & Care Centre towards improvement in healthcare system and ₹ 10.02 Lakhs is donated to Omkar Andh Apang Samajik Sanstha which is working towards upliftment of Eco-Socio Backward Society by providing Health Education and Self-Employment

41 Segment Reporting

In the opinion of the Management and based on consideration of dominant source and nature of risks and returns, the company's activities during the year revolved around single segment namely, "Liquid Storage Business". Considering the nature of company's business and operations, there are no separate reportable segments (Business and/or Geographical) in accordance with the requirement of Indian Accounting Standard 108.

42 Related party disclosures under Indian Accounting Standard -24

Names of related parties and nature of related party relationships:

i) Parties where control exists

a) Kesar Multimodal Logistics Limited - Subsidiary Company

b) Key Management Personnel

Mr. H R Kilachand Executive Chairman

c) Enterprises / Entities with Joint Control or Significant Influence over Entity:

Kesar Enterprises Limited

Kesar Corporation Pvt. Ltd.

Indian Commercial Co. Pvt. Ltd.

Kilachand Devchand & Co. Pvt. Ltd.

India Carat Pvt Ltd

Seel Investment Pvt. Ltd.

H R Kilachand (HUF)

Harsh Family Trust

Rajnikant Kilachand (HUF)

ii) Parties with whom the transactions were carried out during the Year

a) Key Managerial Personnel under Companies Act, 2013:

Mr. Navlesh Kumar CEO (upto 13.01.2023)

Mr. Debasis Bhattacharya CEO (w.e.f. 13.02.2023)

Mr. V J Doshi Chief Financial Officer (CFO)

Mrs. Sarika Singh Company Secretary (CS)

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b) Non-Executive / Independent Directors:

Mr. A.S. Ruia	Independent Directors (upto 05.09.2022)
Mr. R.S. Loona	Independent Directors
Mr. J. K. Devgupta	Independent Directors (w.e.f. 30.09.2022)
Mrs. Nilima Ashok Mansukhani	Independent Director

Disclosure of transactions with related parties and the status of outstanding balance as on 31st March, 2023:

(₹ in Lakhs)

PARTICULARS	Kesar Enterprises Limited	Kesar Multimodal Logistics Ltd	H R Kilachand	Seel Investment Pvt Ltd
(a) Transactions				
Reimbursement of Expenses	7.47 (9.81)			
Payments made on their behalf	Nil (1.00)			
Sharing of Common Expenses	Nil (17.70)			
Purchase of Fixed Asset		0.08 (Nil)		
Managerial Remuneration			134.41 (169.41)	
Receipt towards Expression of Interest in case of CIRP Process				1.00 (Nil)
Refund of amount received towards Expression of Interest (CIRP Process)				1.00 (Nil)
Long term loans and advances-Classified as Loans		1,728.30 (844.05)		
Receipt of Loans given		200.00 (Nil)		
(b) Balance outstanding				
Other Receivable	Nil (1.00)			
Receivable - Sharing of Common Expenses	- (5.85)			
Managerial Remuneration payable			Nil (6.43)	
Loans and advances-Classified as Loans		5,441.93 (3,913.63)		
Preference shares-Classified as investment in preference shares Investment		1,211.78 (1,211.78)		
Contribution to Equity Capital of subsidiary		4,411.26 (4,411.26)		
Investments in Equity Share Capital		4,180.00 (4,180.00)		
Corporate Guarantee (Refer Note No.33)		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 2023		For the year ended 31st March 2022	
	Director's Sitting fees	Commission paid	Director's Sitting fees	Commission paid
Mr. A. S. Ruia (upto 05.09.2022)	-	-	3.85	2.97
Mr. J. N. Godbole (Expired on 04.01.2022)	-	-	2.80	2.97
Mr. R.S. Loona	5.25	-	4.20	2.97
Mrs. Nilima Ashok Mansukhani	5.25	-	3.15	2.97
Mr. J. K. Devgupta (w.e.f. 30.09.2022)	1.75	-	1.75	2.97

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

Name	During the Year 2022-23	During the Year 2021-22
H R Kilachand	-	7.48
Rohan Harsh Kilachand	-	4.58
Rohita Harsh Kilachand	-	4.55
H R Kilachand (HUF)	-	0.60
Indian Commercial Co. Pvt. Ltd.	-	5.07
Seel Investment Pvt. Ltd.	-	4.80
Indian Carat Pvt Ltd	-	0.22
Kesar Corporation Pvt Ltd	-	47.19
Kesar Enterprises Ltd	-	15.60
V V Sahasrabudhe (Holder for Harsh Family Trust)	-	9.61
Rajnikant A Kilachand HUF	-	0.30

Key Management personnel compensation

Name	Designation	During the Year 2022-23	During the Year 2021-22
Navlesh Kumar	CEO (upto 13.01.2023)	58.03	62.53
Debasis Bhattacharya	CEO (w.e.f. 13.02.2023)	5.79	-
V.J. Doshi	CFO	120.82	118.74
Sarika Singh	Company Secretary	15.75	15.06

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

43. Disclosure of 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;

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

(₹ in Lakhs)

Sr. No.	PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
1	Loan outstanding ; i) Classified as Loans ii) Classified as Contribution to Equity Capital of subsidiary	5,441.93** 439.06	3,913.63** 439.06
	Maximum amount Outstanding ; i) Classified as Loans ii) Classified as Contribution to Equity Capital of subsidiary	5441.93 439.06	3,913.63 439.06
	Terms of Repayments & Repayment Schedule	Repayable on demand after three years	Repayable on demand after three years
	Purpose	Payment to contractor & administrative expenses, security towards borrowings availed	Payment to contractor & administrative expenses, security towards borrowings availed
2	Corporate Guarantee (principal limit)	10,811.00*	10,811.00*
	Purpose	Security towards borrowings availed by KMLL	Security towards borrowings availed by KMLL
3	a) Investment in Equity Shares b) Investment in Preference Shares; i) Classified as investment in preference shares Investment ii) Classified as Contribution to Equity Capital of subsidiary	4,180.00 1,211.78** 2,271.22	4,180.00 1,211.78 2,271.22
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 2023 is ₹ 16,737.93 Lakhs (Previous Year ₹ 17,110.02 Lakhs) against Corporate Guarantee.

** As against the investments in the form of Loan and investment in Preference share capital in KMLL, the company has made a provision for impairment written off a sum of ₹ 6,858.33 lakhs {Refer note 34(a)}.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

44. Supplementary statutory informations

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Expenditure in foreign currency (Foreign Travelling & Business Promotion Expenses)	-	0.71

45. Leases

Maturity analysis of lease liabilities

(₹ in Lakhs)

Maturity analysis –contractual undiscounted cash flows	As at 31st March 2023	As at 31st March 2022
Less than one year	2,672.17	1,646.70
One to five years	2,732.47	2,672.49
More than five years	20,597.67	21,303.76
Total undiscounted lease liabilities	26,002.31	25,622.95
Current	2,046.76	1,682.99
Non-Current	4,864.66	5,027.50
Lease liabilities included in the statement of financial position	6,911.42	6,710.50

Amounts recognised in Statement of Profit or Loss:

PARTICULARS	2022-23	2021-22
Interest on lease liabilities	733.44	692.28
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	30.44	30.01

Amounts recognised in the statement of cash flows

PARTICULARS	2022-23	2021-22
Total cash outflow for leases	577.58	379.18

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: -

PARTICULARS	As at 31st March, 2023	As at 31st March, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier	1.32	1.88
The amount of Principal and interest paid beyond the appointed day	1.65	24.69
The amount of interest due and payable on delayed payments	-	-
The amount of interest accrued and remaining unpaid	-	-
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."

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

47. Earnings per Share (EPS):

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹ in Lakhs)	427.83	(7,282.69)
b) Weighted average number of Equity Shares Outstanding	1,09,26,475	1,09,26,475
Basic & Diluted EPS (₹)	3.92	(66.65)
Face Value per Share (₹)	5.00	5.00

48. Details of vehicle loans where no charges or satisfaction are registered with Registrar of Companies are given below.

Details	Name of the Bank	Date Of Loan	Amount (In Lakhs)	Reasons
Jaguar	YES Bank	18-10-2019	44.00	Charges not registered with MCA as no documents provided by the lenders.
Ertiga	ICICI Bank	31-10-2018	8.76	

49. Ratio Analysis

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22	% Change in the ratio	Reason for variance
(i) Current Ratio				
Current Assets	1,349.48	1,395.59		
Current Liabilities	2,477.68	2,132.50		
Current Ratio	0.54	0.65	-17%	
(ii) Debt-equity ratio				
Long term Borrowing and Other Current Liabilities	69.13	100.98		Due to increase in other equity consequent to addition of profit for the current year
Cash and Cash Equivalent	97.62	183.92		
Total	(28.49)	(82.94)		
Equity				
Equity share capital	546.32	546.32		
Other Equity	8,302.14	7,876.51		
Total	8,848.46	8,422.83		
Net debt/Equity Ratio	0.00	-0.01	67%	
(iii) Debt Service coverage ratio				
EBITDA	1,530.40	(6,266.93)		Due to low EBITDA in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Interest, Pricipal & lease payments	673.64	534.24		
	2.27	(11.73)	119%	

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22	% Change in the ratio	Reason for variance
(iv) Return on Equity Ratio				
Net income	425.63	(7,279.51)		Due to low Net Income in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Shareholder's Equity	8,635.64	12,144.53		
	0.05	(0.60)	108%	
(v) Inventory Turnover Ratio				
Opening Stock	7.49	6.80		
Closing Stock	5.70	7.49		
Average Stock	6.59	7.14		
Cost of Goods sold	1,406.74	1,492.27		
Inventory Turnover	213.35	208.90	2%	
(vi) Trade receivables turnover ratio				
Opening Debtors	272.77	375.31		
Closing Debtors	410.02	272.77		
Average Debtors	341.40	324.04		
Sales	3,349.66	3,251.03		
Debtors Turnover	9.81	10.03	-2%	
(vii) Trade payables turnover ratio				
Other Expenses	721.66	775.70		Due to substantial payments made to Deendayal Port Trust during the current year.
Average Trade payables	91.12	188.96		
	7.92	4.11	93%	
(viii) Net Capital Turnover ratio				
Net Sales	3,349.66	3,251.03		Due to decrease in current assets consequent to transfer of ₹ 800 Lakhs given to banks in previous year towards advance for OTS proposal in respect of loans of subsidiary is adjusted in Loan accounts in current year.
Working Capital	(932.57)	(554.11)		
	(3.59)	(5.87)	39%	
(ix) Net Profit ratio				
Net Profit	597.87	(6,329.28)		Due to low Net profit in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Sales	3,349.66	3,251.03		
Net Profit Margin (%)	18%	-195%	109%	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22	% Change in the ratio	Reason for variance
(x) Return on Capital employed				
Earnings before Interest and Tax	1,337.54	(5,623.65)		Due to lower earnings and other equity in previous year consequent to provision made for impairment of investments in and loans to subsidiary.
Capital Employed	8,917.59	8,523.81		
	15.00	(65.98)	123%	
(xi) Return on Investments				Due to non booking of notional Interest income on investments in and loan to subsidiary company and lower investments in Mutual funds compared to previous year
Opening Investment	6,858.39	10,693.74		
Closing Investment	6,959.64	6,858.39		
Average Investments	6909.015	8,776.06		
Gain/Interest Income on Investments	2.88	19.02		
Return on Investments	0.04%	0.22%	-81%	

50. Tax Expenses

(a) Income tax expense

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Current tax		
Current Tax	263.00	295.00
Adjustments of prior year	1.10	(3.32)
Total-A	264.10	291.68
Deferred tax		
Deferred tax charge/(credit)	(94.10)	661.70
Total-B	(94.10)	661.70
Total tax expense-A+B	170.00	953.38

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

b) Reconciliation of tax expense and the tax based on accounting profit

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Profit before tax	597.83	529.02
Income tax expense calculated at 25.168%	150.47	154.06
(i) Tax effect of:		
Add :		
Corporate social responsibility expenses not allowed as deduction	6.36	7.38
Provisions for Retirement Benefits	1.10	1.54
Difference in Depreciation and Amortisation	61.62	73.21
Gain on Valuation of Mutual Fund	(0.25)	4.40
Deferred Tax Expense for the year	(94.10)	661.71
Interest on lease liability	184.89	201.17
Profit on Sale of Fixed Assets	(0.73)	(4.20)
Rent expenses as per GAAP	(149.16)	(141.95)
Provisions for doubtful Debts	0.70	(0.61)
Excess provision of tax of previous years reversed	1.10	(3.33)
Interest u/s 234C	8.00	-
Total Expenses	170.00	953.38

The following table provides the details of income tax assets and liabilities as at March 31, 2023 and March 31, 2022:
(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Income tax assets	186.14	868.39
Current income tax liabilities	303.75	786.13
Net balance	(117.62)	82.26

The gross movement in the current tax asset/ (liability) for the years ended March 31, 2023 and March 31, 2022 is as follows :

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Net current income tax Asset/(liability) at the beginning	82.26	54.46
Income tax paid (including MAT credit entitlement adjustment) (net of refund received)	64.22	324.19
Current income tax expense	(263.00)	(295.00)
Previous years adjustment	(1.10)	(1.39)
Net current income tax liability at the end	(117.62)	82.26

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

51. The balances in respect of Trade receivables, Trade Payables, Borrowings, Loan and advances and security deposits are subject to confirmation and consequential reconciliation if any.

52. ADDITIONAL REGULATORY INFORMATION

a. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2023 and March 31, 2022.

b. Undisclosed Income

There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

c. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year ended March 31, 2023 and March 31, 2022.

d. Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

e. Fraud Reporting

The company has not reported any fraud during the year ended March 31, 2023, and March 31, 2022.

f. Relationship with Struck off companies

The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.

g. Details of Benami Property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

h. Title deed of immovable properties

All the title deeds of immovable properties are held in the name of the company except in respect of lease hold land as stated in note 33

53. 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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

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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

Qualified 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, 2023, 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, except for the possible effects of the matters mentioned in the Basis for Qualified Opinion section of our report, 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, 2023, 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 Qualified Opinion

- a. We draw attention to Note 35 of the consolidated Ind AS financial statements in respect of 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. As stated in Note, the Letters Patent Appeal (LPA) / Special Civil Application (SCA) filed by the Company has been dismissed by the Hon'ble Gujarat High Court and the Company has filed Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble Gujarat High Court. However, pending the decision of the Hon'ble Supreme Court of India, no provision/adjustments have been made in the consolidated Ind AS financial statements in respect of incremental liability or any impact on the leased assets recognised in the financial statements being the same currently not ascertainable and depreciation on assets constructed on lease hold land has been continued to be charged as per the rates prescribed in Schedule II of the Companies Act 2013 and right to use lease assets are continued to be recognised based on the lease period as already determined and recognised in earlier years. The final outcome of the matter may have impact on the profits of the Group as well as the Right to use – Lease assets recognized by the Group.
- b. We draw attention to Note 36 of the consolidated Ind AS financial statements in respect of the petition filed by lenders of the Subsidiary Company, Kesar Multimodal Logistics Ltd (KMLL) against the Company being a corporate guarantor for the borrowings availed by KMLL from lenders. As stated in the note, the total outstanding loans (including interest) availed by KMLL from Banks as at 31.03.2023 is ₹ 16,737.93 Lakhs (March 31, 2022 – ₹ 17,110.02 Lakhs). There were defaults in repayments of the borrowings by KMLL to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor, in view of default, was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP. KMLL has made part payments towards OTS and there are overdues as on 31.03.2023. However, no provision has been made in the books of account in respect of liability if any that may arise on account of the invocation of the Corporate Guarantee with respect to pending repayment obligations under OTS by KMLL towards lenders.
- c. As stated in Note 36 of the consolidated Ind AS financial statements, the Subsidiary Company has incurred substantial losses during current as well as previous financial years and the net worth of the Company has completely eroded. Further, the revenues and turnovers of the Subsidiary Company have not improved or achieved as per management's expectations. In view of the above, there may be an impairment in the carrying value of Property Plant and Equipment of the Subsidiary Company situated at Composite Logistics Hub at Pawarkheda, Madhya Pradesh. However, the extent of impairment is not ascertained currently and no provision has been made thereto as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets'.

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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 and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 36 of the consolidated Ind AS financial statements with regard to preparation of financial statements of Kesar Multimodal Logistics Limited (KMLL), a wholly owned subsidiary of the Parent Company on going concern basis. KMLL has incurred losses during the current and previous financial years and defaulted in repayment of borrowings to the lenders. In view of the defaults by KMLL, the lenders of KMLL have filed a petition against the borrower (i.e. KMLL) and the Corporate Guarantor (i.e. the Company) with the National Company Law Board (NCLT), Mumbai under the Insolvency and Bankruptcy Code (IBC) 2016. Pursuant to the sanction of One Time Settlement (OTS) proposal by lenders and the subsequent filing of form 12A by RP for the withdrawal of the CIRP, NCLT withdrawn the CIRP proceedings. The subsidiary company has made part payments towards OTS and there are overdues as on 31.03.2023. The subsidiary company is seeking more time from lenders for repayment of OTS dues. The lenders of the subsidiary company have also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Subsidiary Company and the company i.e. KTIL. As stated in the note, the Subsidiary Company will inform DRT about the same in their next hearing with the request to keep the proceedings on hold till the completion of OTS. The company has, during the year decided to divest upto 100% equity and/or preference stake in KMLL and the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for sale of equity and/or preference stake of KMLL from the prospective buyer which is accepted by the company and which is subject to the execution of definitive agreements in agreed form, the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities. The above factors, along with other matters as set forth in the aforesaid note, indicate that a material uncertainty exists on the Subsidiary Company's ability to continue as a going concern. However, the financial statements of the Subsidiary Company have been prepared on 'going concern' basis based on management's expectation of improvement in the Subsidiary Company's revenues and business in future and successful fulfilment of OTS obligations and in view of the proposed divestment of the equity and preference shares of the Subsidiary Company by the holding company. Our opinion is not modified in respect of this matter.

The above matter has been drawn attention to in the 'Material Uncertainty relation to Going Concern' section of the audit report issued by the auditor of KMLL vide their report dated May 29, 2023.

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 Matters

We draw attention to Note 36 of the consolidated Ind AS financial statements which states that the Subsidiary Company has provided interest on Bank term loans upto 30.06.2022 on the outstanding cumulative term loan balances. Pursuant to the sanction of OTS proposal by the lenders, interest on bank term loans have been provided on the OTS amount based on the OTS sanctioned terms w.e.f. 01.07.2022. As stated in note, the subsidiary company has made part payments towards OTS and there are overdues as on 31.03.2023. The subsidiary company is seeking more time from lenders for repayment of OTS dues. Further, the effect of the OTS waiver on borrowings and interest outstanding will be accounted as and when the repayment obligations under OTS are fulfilled by the subsidiary company. Our opinion is not modified in respect of this matter.

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Other Information

The Holding 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 consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS 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 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 consolidated 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 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 scepticism 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 consolidated financial statements in place and the operating effectiveness of such controls.

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- 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 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. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report

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.

Other Matters

We did not audit the Ind AS financial statements of one subsidiary whose Ind AS financial statements reflect total assets of Rs. 13,175.09 lakhs and net assets of Rs. (11,308.72) lakhs as at March 31, 2023, total revenue of Rs. 346.81 lakhs, total net loss after tax of Rs. (2,359.12) lakhs total comprehensive income of Rs. (2,355.22) lakhs and net cash outflows amounting to Rs.107.76 lakhs and for the year ended on that date, as considered in the Consolidated Ind AS financial statements. These Ind AS financial statements have been audited by other auditor whose report has been furnished to us by the management and our opinion on the Consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

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

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained, except for the possible effects of the matters described in the Basis for Qualified Opinion section, 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;

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- 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 except as otherwise stated in the Basis of Opinion Para of this report with regard the impairment of fixed assets of the Subsidiary Company (IND AS 36 – Impairment of Assets);
- e. The matters described in the Basis for Qualified Opinion section, Material Uncertainty Related to Going Concern section and Emphasis of Matter 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 as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its Subsidiary Company, none of the directors of the Group companies, is disqualified as on March 31, 2023 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 consolidated Ind AS 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;

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the other auditors, referred to in Other Matters paragraph, on separate Ind AS financial statements of a subsidiary, 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 35 and 36 to the consolidated Ind AS financial statements. However, as stated in the said notes, the impact of the above on financial statements of the Company cannot be ascertained at present;
 - (ii) The Group 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 Holding Company and its subsidiary company;
 - (iv)
 - (a) The management has represented that, to the best of it’s knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company or the Subsidiary company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or its Subsidiary company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of it’s knowledge and belief, no funds have been received by the company or the Subsidiary company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company or the Subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

KESAR TERMINALS & INFRASTRUCTURE LIMITED

- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- (v) The Company and the Subsidiary Company have not declared or paid dividend during the year under audit.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- j. There have been qualifications or adverse remarks by the auditors on the Companies (Auditors Report) Order (CARO) report of the subsidiary company included in the consolidated Ind AS financial statements. The details of the subsidiary company and the paragraph numbers of the CARO report containing the qualifications or adverse remarks are as given below:

Sr. No	Name	CIN	Holding Company/ Subsidiary/ Associates/ Joint venture	Clause number of the CARO report which is qualified or adverse
1	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary	Clause ix (a)
2	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary	Clause xvii
3	Kesar Multimodal Logistics Limited	U74120MH2011PLC222597	Subsidiary	Clause xix

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

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 23102580BGWIFF3509

Place: Mumbai
Date: May 29, 2023

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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, 2023]

Report on the Internal Financial Controls with reference to Consolidated 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, 2023, we have audited the internal financial controls with reference to consolidated 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 consolidated 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 consolidated Ind AS 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 consolidated Ind AS 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 consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements included obtaining an understanding of internal financial controls with reference to consolidated Ind AS 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 consolidated Ind AS financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated 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 consolidated 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 consolidated financial statements.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated 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 consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one Subsidiary company, which is company incorporated in India, is based solely on the corresponding report of the auditors of such company incorporated in India. Our opinion is not qualified in respect of this matter.

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

Bhupendra T. Nagda
Partner
Membership No. 102580
UDIN: 23102580BGWIFF3509

Place: Mumbai
Date: May 29, 2023

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CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

		(₹ In Lakhs)		
PARTICULARS		Note No.	As at 31 st March, 2023	As at 31 st March, 2022
I. ASSETS				
1 Non-current assets				
(a)	Property, plant and equipments	3	13,526.97	14,399.86
(b)	Capital work in progress	3	543.49	577.56
(c)	Right to Use - Lease Assets	3	5,543.69	5,693.35
(d)	Intangible assets	3	3.00	3.23
(e) Financial Assets				
(i)	Investments	4	0.05	0.05
(ii)	Loans	5	0.23	0.57
(iii)	Others	6	223.99	99.40
(f)	Deferred Tax Assets (net)	7	125.94	30.95
2 Current assets				
(a)	Inventories	8	5.70	7.49
(b) Financial Assets				
(i)	Investments	9	101.25	-
(ii)	Trade receivables	10	542.63	504.47
(iii)	Cash and cash equivalents	11	121.20	253.03
(iv)	Bank balances other than cash and cash equivalents	12	70.91	126.73
(v)	Loans	13	1.28	1.73
(vi)	Others	14	55.27	66.00
(c)	Current tax assets (net)	15	-	115.57
(d)	Other current assets	16	127.12	936.55
TOTAL			20,992.72	22,816.54
II. EQUITY AND LIABILITIES				
1 Equity				
(a)	Share capital	17	546.32	546.32
(b)	Other equity	18	(5,008.50)	(3,625.57)
2 Liabilities				
A Non-current liabilities				
(a) Financial liabilities				
(i)	Borrowings	19	40.16	69.13
(ii)	Lease Liabilities	20	5,026.14	5,182.16
(b)	Provisions	21	58.25	68.78
B Current liabilities				
(a) Financial Liabilities				
(i)	Borrowings	22	528.97	31.85
(ii)	Lease Liabilities	23	2,093.49	2,125.64
(iii)	Trade payables			
	-Total outstanding dues of micro enterprises and small enterprises	24	3.10	23.98
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	24	178.00	240.17
(iv)	Others financial liabilities	25	16,882.04	17,295.21
(b)	Other current liabilities	26	488.92	814.34
(c)	Provisions	27	50.85	44.53
(d)	Current tax liabilities (net)	28	104.98	-
TOTAL			20,992.72	22,816.54
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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I Revenue:			
Income from operations	29	3,696.46	4,253.15
Other income	30	263.03	123.80
Total Income		3,959.49	4,376.95
II Expenses:			
Employee benefits expense	31	1,023.00	1,101.44
Finance cost	32	1,848.18	2,986.44
Depreciation and amortization expense	3	1,149.06	1,174.40
Other expenses	33	1,153.66	1,896.06
Total Expenses		5,173.90	7,158.34
III Loss before tax (I-II)		(1,214.41)	(2,781.39)
IV Tax Expense:			
(a) Current tax		263.00	295.00
(b) Deferred tax including MAT credit entitlement		(94.10)	(127.53)
(c) Excess provision of earlier years written back		1.33	(3.33)
V Loss for the year (III-IV)		(1,384.64)	(2,945.53)
Loss for the year attributable to			
(a) Owners of the Company		(1,384.64)	(2,945.53)
(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		0.81	5.98
(ii) Income tax relating to items that will not be reclassified to profit or loss.		0.90	(1.30)
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)		1.71	4.68
Total Other Comprehensive Income for the year attributable to			
(a) Owners of the Company		1.71	4.68
(b) Non-Controlling Interest		-	-
VII Total Comprehensive Income for the year (V + VI)		(1,382.93)	(2,940.85)
Total Comprehensive Income for the year attributable to			
(a) Owners of the Company		(1,382.93)	(2,940.85)
(b) Non-Controlling Interest		-	-
VIII Earnings per equity share of ₹ 5 each ;			
Basic (in ₹)	48	(12.67)	(26.96)
Diluted (in ₹)	48	(12.67)	(26.96)
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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

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CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023

		(₹ In Lakhs)	
PARTICULARS		For the year ended 31st March, 2023	For the year ended 31st March, 2022
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	NET LOSS BEFORE TAX	(1,214.42)	(2,781.39)
	Non-cash adjustments to reconcile loss before tax to net cash flows:		
	Depreciation and amortisation expense	1,149.06	1,174.40
	Net Gain arising on Financial Asset measured at FVTPL	(1.01)	
	Gain on Sale/Fair valuation of Mutual Fund	(1.83)	(19.02)
	Interest Income	(10.97)	(10.75)
	Finance Costs	1,848.18	2,986.44
	Credit Balance Written Back	(2.13)	-
	Profit / Loss on Sale of Property, Plant and Equipment	(2.92)	(14.47)
	Profit/(Loss) on termination of lease	-	(2.47)
	Provision/write back for doubtful receivables	0.78	(2.58)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,764.74	1,330.16
	Movements in working capital:		
	(Increase)/Decrease in Inventories	1.79	(0.69)
	(Increase)/Decrease in Trade Receivables	(38.94)	129.00
	(Increase)/Decrease in Other Current Financial Assets-Others	10.73	(64.76)
	(Increase)/Decrease in Other Current Financial Assets-Loans	0.45	0.09
	(Increase)/Decrease in Other non current Financial assets	(122.65)	132.84
	(Increase)/Decrease in Other current assets	(0.53)	(23.93)
	Increase / (Decrease) in Trade Payables	(83.05)	(191.85)
	Increase / (Decrease) in Other Current Liabilities	(198.19)	18.10
	Increase/(Decrease) in current Financial Liabilities - Others	3.08	123.97
	Increase / (Decrease) in Current Provisions	3.22	15.62
	Increase / (Decrease) in Non Current Provisions	(6.63)	(19.22)
	CASH GENERATED FROM OPERATIONS	1,334.02	1,449.33
	Taxes paid	(43.78)	(234.40)
	NET CASH GENERATED FROM OPERATING ACTIVITIES (A)	1,290.24	1,214.93
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of property, plant and equipment including intangible assets & capital work in progress	(216.27)	(85.02)
	Sale of Property, plant & equipment	4.62	17.52
	Purchase of Investments in Mutual Fund	(425.00)	(1,302.85)
	Sale of Investments in Mutual Fund	326.60	2,212.53
	Amount paid towards One Time Settlement	-	(800.00)
	Interest Received	19.36	4.86
	NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	(290.69)	47.04
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Repayment of Borrowings	(1,992.45)	(107.56)
	Proceeds from Borrowings	1,910.30	18.00
	Dividend Paid	(2.90)	(164.60)
	Lease liabilities paid	(1,034.64)	(792.98)
	Interest Paid	(67.51)	(29.17)
	NET CASH USED IN FINANCING ACTIVITIES (C)	(1,187.20)	(1,076.31)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(187.65)	185.66
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	379.76	194.10
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	192.11	379.76
	COMPONENTS OF CASH AND CASH EQUIVALENTS		
	CASH AND CASH EQUIVALENTS*	121.20	253.03
	OTHER BANK BALANCES **	70.91	126.73
	TOTAL CASH AND CASH EQUIVALENTS	192.11	379.76

*Cash and Cash Equivalents includes ₹ Nil (March 31, 2022 ₹ 39.01 Lakhs) held as lien/security with bank and customer.

** Other Bank balances includes Unclaimed Dividend of ₹ 8.59 Lakhs (March 31, 2022 ₹ 11.49 Lakhs) which company can utilise only towards settlement of the respective unclaimed dividend and ₹ 62.31 Lakhs (March 31, 2022 ₹ 115.24 Lakhs) is held as lien with bank and customer.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS (Contd.)

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

(₹ in Lakhs)

PARTICULARS	As At 31st March, 2022	Net Cash Flow	Non Cash Changes		Other Non Cash Changes	As At 31st March, 2023
			Fair Value Changes	Current/ Non Current Classification		
Borrowings Non current	69.13	-	-	(28.97)	-	40.16
Other Financial Liabilities-Current	17,141.87	(882.15)	-	28.97	594.50	16,883.19

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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

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

(₹ in Lakhs)

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2023
546.32	-	546.32	-	546.32

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance as at March 31, 2022
546.32	-	546.32	-	546.32

B : Other Equity

(₹ in Lakhs)

Particulars	Reserve and Surplus			Total Other Equity
	General Reserves	Retained Earnings	Other Comprehensive Income	
Balance as at 31st March, 2021	4,974.99	(5,494.91)	(0.90)	(520.82)
Total Comprehensive income for the year				
Profit for the year	-	(2,945.53)	-	(2,945.53)
Other Comprehensive Income	-	-	4.68	4.68
Final Dividend Paid	-	(163.90)	-	(163.90)
Balance as at 31st March, 2022	4,974.99	(8,604.34)	3.78	(3,625.57)
Total Comprehensive income for the year				
Profit for the year	-	(1,384.64)	-	(1,384.64)
Other Comprehensive Income	-	-	1.71	1.71
Balance as at 31st March, 2023	4,974.99	(9,988.98)	5.49	(5,008.50)

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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

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.

The Honourable National Company Law Tribunal, Mumbai ("NCLT") by order dated 7th March 2022 admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by Bank of Baroda against the company, being the corporate guarantor in respect of debts of subsidiary company Kesar Multimodal Logistics Ltd (KMLL) who has defaulted in repaying the outstanding loans. Shri Prashant Jain Registration Number (IBBI/IPA-001/IP-P01368/2018-2019/12131) was appointed as Interim Resolution Professional to carry out functions as mentioned under Insolvency & Bankruptcy Code, 2016. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders of KMLL and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 04.10.2022 withdrew the CIRP. Consequently, the powers of the Board of Directors which were suspended on 07/03/2022 due to CIRP are reinstated.

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 its subsidiary are combined on line-by-line basis by adding together the items of assets, liabilities, equity, income, expense and cashflows 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

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

Ministry of Corporate affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standard) Amendment Rules, 2023, as below:

IndAS1-Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

IndAS8-Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

IndAS12-Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

(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.

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.

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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.

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.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- (iv) The estimated useful life of the property, plant and equipment are as given below :

Description of Asset	Useful Life
Computers	3 to 6 years
Office Equipment	3 to 10 Years
Furniture & Fixtures	10 Years
Roads	5 Years
Buildings	3 to 30 Years
Plant & Machinery	10 to 25 Years
Vehicles	8 Years
Leasehold Land	30 to 44 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 previous 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.

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.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 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.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

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.

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(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 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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(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.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

(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 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.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 2023
	Balance as at 1st April 2022	Additions	Adjustments/ Disposals	Balance as at 1st April 2022	On Disposals/ Adjustment	
(a) Property, Plant and Equipments						
(i) Land						
(1) Free Hold Land	498.32	-	-	-	-	498.32
(2) Lease Hold Land	259.05	-	-	67.91	-	179.25
(3) Lease Hold Land Premium	0.11	-	-	0.11	-	-
(4) Land/Site Development	3,425.33	-	-	486.96	-	2,861.20
Total	4,182.81	-	-	554.98	-	3,538.77
(ii) Buildings	6,707.28	0.42	-	1,512.19	-	4,944.55
(iii) Plant and Equipment	3,374.66	35.85	-	1,273.45	-	1,958.11
(iv) Plant and Equipment (Railway Siding)	5,334.47	-	-	2,009.77	-	2,987.10
(v) Furniture and Fixtures	34.50	-	-	23.69	-	8.45
(vi) Office Equipments	107.49	0.92	1.88	89.63	1.79	7.49
(vii) Vehicles	232.25	-	12.54	109.89	10.93	82.50
Total	19,973.46	37.19	14.42	5,573.60	12.72	13,526.97
(b) Capital Work In Progress	577.56	1.78	35.85	-	-	543.49
(c) Right to Use - Lease Assets	6,272.52	90.41	45.34	579.17	45.34	5,543.69
(d) Intangible Assets						
Computer software	37.84	0.38	-	34.61	-	3.00
Total (a+b+c+d)	26,861.38	129.76	95.61	6,187.38	58.06	19,617.15

CWIP Ageing schedule FOR THE YEAR ENDED 31ST MARCH, 2023

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in progress	-	1.30	12.27	535.09
Projects temporarily suspended	-	0.27	-	8.60

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022**

**NOTE 3 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, 2022)** (₹ in Lakhs)

PARTICULARS	Gross Block			Accumulated Depreciation/Amortisation			Net Block Balance as at 31st March 2022
	Balance as at 1st April 2021	Additions/ Adjustment	Adjustments/ Disposals	Balance as at 31st March 2022	Balance as at 31st March 2022	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	67.91	-	191.14
(3) Lease Hold Land Premium	0.11	-	-	0.11	0.11	-	-
(4) Land/Site Development	3,425.33	-	-	3,425.33	486.96	-	2,938.37
Total	4,182.81	-	-	4,182.81	554.98	-	3,627.83
(ii) Buildings	6,707.28	-	-	6,707.28	263.35	-	5,195.09
(iii) Plant and Equipment	3,374.53	0.13	-	3,374.66	184.40	-	2,101.21
(iv) Plant and Equipment (Railway Siding)	5,334.47	-	-	5,334.47	337.60	-	3,324.70
(v) Furniture and Fixtures	32.43	2.07	-	34.50	2.88	-	10.81
(vi) Office Equipments	97.26	10.66	0.43	107.49	15.26	0.34	17.86
(vii) Vehicles	230.47	25.25	23.47	232.25	47.71	20.51	122.36
Total	19,959.25	38.11	23.90	19,973.46	940.26	20.85	14,399.86
(b) Capital Work In Progress	541.93	35.63	-	577.56	-	-	577.56
(c) Right to Use - Lease Assets	6,389.30	45.34	162.12	6,272.52	232.66	118.93	5,693.35
(d) Intangible Assets							
Computer software	37.84	-	-	37.84	1.48	-	34.61
Total (a+b+c+d)	26,928.32	119.08	186.02	26,861.38	1,174.40	139.78	20,674.00

**CWIP Ageing schedule
FOR THE YEAR ENDED 31ST MARCH, 2022**

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects in progress	35.38	12.27	20.81	568.97
Projects temporarily suspended	0.27	-	8.33	8.59

There is no Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

4. NON CURRENT FINANCIAL ASSETS - INVESTMENTS		(₹ in Lakhs)	
PARTICULARS	As at 31st March 2023	As at 31st March 2022	
Investments			
Other Investments			
Investments in Equity Instruments (Unquoted)			
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	0.23	0.57	
Total	0.23	0.57	
6. NON-CURRENT FINANCIAL ASSETS - OTHERS			
Unsecured, Considered good			
(a) Security Deposits	86.41	80.51	
(b) Fixed Deposits with maturity of more than 12 months (Held as lien/ security with various Banks,customers and government agencies)	132.97	15.88	
(c) Interest accrued on Deposits	4.61	3.01	
Total	223.99	99.40	
7. DEFERRED TAX LIABILITIES (NET)			
(a) Deferred Tax Assets			
i) Expenses allowable on payment basis for Tax purposes	26.04	27.96	
ii) Fair Valuation of Lease payments	350.54	310.73	
	376.58	338.69	
(b) Deferred Tax Liability			
Impact of difference between carrying value of fixed asset as per tax base and as per financial statements	(250.64)	(307.74)	
Net Deferred Tax Liabilities (a+b)	125.94	30.95	
8. INVENTORIES			
Stores and spares	5.70	7.49	
(Valued at Lower of Cost or Net Realisable Value)			
Total	5.70	7.49	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

9. CURRENT INVESTMENTS

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Investment in Mutual Funds (Unquoted)		
3,68,254.580 Units (Previous Year : Nil) in HDFC Short Term Debt Fund	101.25	-
Total	101.25	-
Aggregate amount of Unquoted Investment at Market Value (NAV)	101.25	-
Aggregate Cost of Unquoted Investment	100.24	-

10. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

Unsecured

Considered Good	542.63	504.47
Considered Doubtful	11.07	10.30
Total	553.70	514.77
Less: Allowance for bad and doubtful debts	(11.07)	(10.30)
Total	542.63	504.47

Provision for doubtful debt has been made at 2% of the Trade Receivables.

For the year ended 31.03.2023

PARTICULARS	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	478.61	39.77	28.34	0.55	6.43	553.70
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	478.61	39.77	28.34	0.55	6.43	553.70
Less: Allowance for bad and doubtful debts						(11.07)
Total						552.63

For the year ended 31.03.2022

PARTICULARS	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	462.57	14.63	14.82	3.58	19.17	514.77
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Sub Total	462.57	14.63	14.82	3.58	19.17	514.77
Less: Allowance for bad and doubtful debts						(10.30)
Total						504.47

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

11. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS		(₹ in Lakhs)	
PARTICULARS	As at 31st March 2023	As at 31st March 2022	
(a) Balance with Banks			
(i) In Current Accounts	118.46	210.68	
(ii) In Fixed Deposits Accounts with original maturity of less than 3 months (Held as lien/security with bank and customer in previous year)	-	39.01	
(b) Cash on hand	2.74	3.34	
Total	121.20	253.03	
12. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS			
(a) Balance with Banks on unclaimed Dividend Accounts	8.59	11.49	
(b) Fixed Deposits with original maturity of more than 3 months but less than 12 months (Held as lien/security with bank and customer)	62.32	115.24	
Total	70.91	126.73	
13. CURRENT FINANCIAL ASSETS - LOANS			
Unsecured, Considered Good			
Loans and Advances to Employees	1.28	1.73	
Total	1.28	1.73	
14. OTHER FINANCIAL ASSETS - OTHERS			
Unsecured, Considered Good			
Accrued Income	-	10.73	
Security Deposits	55.27	55.27	
Total	55.27	66.00	
15. CURRENT TAX ASSETS (NET)			
Income Taxes paid [Net of provision for Tax Nil (previous year : ₹ 786.13 lakhs)]	-	115.57	
Total	-	115.57	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

16. OTHER CURRENT ASSETS

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Unsecured, Considered good		
(a) Prepaid expenses	38.03	62.41
(b) GST Input Credit & Cash Ledger Balances	47.28	34.83
(c) Others	3.98	13.95
(d) Other advances recoverable in cash or kind	37.55	825.36
(e) Group Gratuity Fund	0.28	-
Total	127.12	936.55

17. 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**

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

PARTICULARS	As at 31st March 2023		As at 31st March 2022	
	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

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.

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

PARTICULARS	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt Limited	3,145,747	28.79%	3,145,747	28.79%
Kesar Enterprises Limited	1,040,000	9.52%	1,040,000	9.52%
V V Sahasrabudhe *	640,348	5.86%	640,348	5.86%

* Holder for Harsh Family Trust

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- (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)				
	2021-22	2020-21	2019-20	2018-19	2017-18
Equity Shares :					
i) Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
ii) Fully paid up by way of bonus shares	-	-	-	-	-
iii) Shares bought back	-	-	-	-	-

- (e) Shareholding of Promoters

Shares held by the promoters at the end of the year

PROMOTER NAME	As at 31.03.2023			As at 31.03.2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Shreemati Ambalal Kilachand	12,631	0.12	-	12,631	0.12	-
Rajnikant A Kilachand Huf	20,073	0.18	-	20,073	0.18	-
Harsh Rajnikant Kilachand (HUF)	39,929	0.37	-	39,929	0.37	-
Rohita Harsh Kilachand	303,409	2.78	-	303,409	2.78	-
Rohan Harsh Kilachand	305,241	2.79	-	305,241	2.79	-
Harsh Rajnikant Kilachand	498,738	4.56	-	498,738	4.56	-
V V Sahasrabudhe	640,348	5.86	-	640,348	5.86	-
India Carat Pvt Ltd	14,780	0.14	-	14,780	0.14	-
Seel Investment Pvt Ltd	319,852	2.93	-	319,852	2.93	-
Indian Commercial Company Pvt Ltd	338,174	3.09	-	338,174	3.09	-
Kesar Enterprises Ltd.	1,040,000	9.52	-	1,040,000	9.52	-
Kesar Corporation Pvt Ltd	3,145,747	28.79	-	3,145,747	28.79	0.63%
Total	6,678,922	61.13		6,678,922	61.13	

18. OTHER EQUITY

(₹ in Lakhs)

PARTICULARS	As at	As at
	31st March 2023	31st March 2022
(a) General Reserve		
Opening Balance	4,974.99	4,974.99
(+) Addition during the year	-	-
Closing Balance	4,974.99	4,974.99
(b) Retained Earnings		
Opening Balance	(8,604.34)	(5,494.91)
(+) Net Profit/(Loss) for the current year	(1,384.64)	(2,945.53)
(-) Final Dividend Paid	-	(163.90)
Closing Balance	(9,988.98)	(8,604.34)
(c) Other Comprehensive Income		
Opening Balance	3.78	(0.90)
(+) Addition during the year	1.71	4.68
Closing Balance	5.49	3.78
Total	(5,008.50)	(3,625.57)

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

19. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS (₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Secured Borrowings		
Vehicle Loans	40.16	69.13
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 8.01% to 9.90% p.a.		
(refer note no.49)		
Total	40.16	69.13

[Out of total Secured Borrowings of ₹ 69.13 lakhs (March 31, 2022 : ₹ 100.98 lakhs), borrowings of ₹ 28.97 lakhs (March 31, 2022 : ₹ 31.85 lakhs) having Current Maturities, have been disclosed in note no.22]

20. NON CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease Liabilities Payable	5,026.14	5,182.16
Total	5,026.14	5,182.16

21. NON CURRENT - PROVISIONS

Provision for employee benefits

a) Gratuity (Funded)	-	2.46
b) Leave Encashment (Unfunded)	58.25	66.32
Total	58.25	68.78

22. CURRENT FINANCIAL LIABILITIES - BORROWINGS

a) Current maturities of long-term debt

Current maturities of long-term debt - secured borrowings (refer note no. 19)	28.97	31.85
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b) Unsecured Loan from related party

Seel Investments Pvt Ltd	500.00	-
Terms of Repayments:- Repayable on demand and carrying Interest rate of 8% p.a.		

Total	528.97	31.85
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23. CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease Liabilities payable	2,093.49	2,125.64
Total	2,093.49	2,125.64

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

24. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Total outstanding dues of micro enterprises and small enterprises (refer note no. 47)	3.10	23.98
Total outstanding dues of creditors other than micro enterprises and small enterprises	178.00	240.17
Total	181.10	264.15

PARTICULARS	As at 31st March, 2023				
	Outstanding for following periods from due date of payment#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	3.10	-	-	-	3.10
(ii) Others	152.89	21.67	0.59	2.85	178.00
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	155.99	21.67	0.59	2.85	181.10

PARTICULARS	As at 31st March, 2022				
	Outstanding for following periods from due date of payment#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	23.98	-	-	-	23.98
(ii) Others	195.42	0.41	29.86	-	225.69
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	14.48	14.48
Total	219.39	0.41	29.86	14.48	264.15

25. CURRENT FINANCIAL LIABILITIES - OTHERS

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) Interest accrued but not due on borrowings		
i) Interest accrued on OTS dues	383.71	-
ii) Others	46.39	0.01
(b) Unclaimed dividends	8.59	11.49
(c) Recalled Long Term Borrowings including Interest (Secured) (refer note no.36)*	16,354.22	17,110.02
(d) Unearned Income	89.13	60.69
(e) Other advance from customer	-	113.00
Total	16,882.04	17,295.21

* Recalled Long Term Borrowings including Interest (Secured)-Project Loans

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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 composite logistics hub at Powerkheda, Madhya Pradesh on paripassu basis.

Collateral security : 2nd charge over all current assets (present & future) of the 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 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 12.70%) which is based on the original sanction letters.

In case of KMLL, after the sanction of One Time settlement (OTS) by the lenders, Interest on overdue OTS amount is provided as per OTS sanction terms at the rate of interest which in the range of 9% to 12%.

26. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) Advance from Customers	1.95	9.16
(b) Deposits from customers	3.00	8.00
(c) Statutory Liabilities	44.20	48.62
(d) Payables - (For Capital Goods)	376.79	591.70
(e) Outstanding Liabilities for expenses	62.98	156.86
Total	488.92	814.34

27. CURRENT PROVISIONS

Provision for employee benefits

(a) Gratuity (Funded)	15.41	9.12
(b) Leave Encashment (Unfunded)	35.44	35.41
Total	50.85	44.53

28. CURRENT TAX LIABILITIES (NET)

Provision for Income Tax	104.98	-
(Net of Advance Tax ₹ 198.78 Lakhs (previous year : ₹ Nil))		
Total	104.98	-

29. INCOME FROM OPERATIONS

PARTICULARS	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(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)	3,682.88	4,239.45
(b) Other operating revenue (Handling charges)	13.58	13.70
Total	3,696.46	4,253.15

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

30. OTHER INCOME

PARTICULARS	(₹ in Lakhs)	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(a) Interest on		
(i) Fixed Deposits	10.20	10.39
(ii) Interest on Income Tax Refund	4.18	1.39
(iii) Others	0.77	0.36
(b) Credit Balance Written Back	239.05	0.01
(c) Net Gain arising on Financial Asset measured at FVTPL	1.01	-
(d) Gain on Valuation/Sale of Mutual Funds	1.83	19.02
(e) Provision/write back for doubtful receivables	2.02	2.58
(f) Sale of Scrap	-	14.23
(g) Insurance Claim Received	-	42.79
(h) Profit on Sale of Property, Plant and Equipment	2.92	14.47
(i) Miscellaneous Receipts	1.05	16.09
(j) Profit on Termination of Lease	-	2.47
Total	263.03	123.80

31. EMPLOYEE BENEFIT EXPENSE

(a) Salaries and Wages	914.33	989.15
(b) Contribution to Provident Fund	68.38	65.43
(c) Contribution to Gratuity Fund	15.44	15.56
(d) Staff Welfare	24.85	31.30
Total	1,023.00	1,101.44

32. FINANCE COST

(a) Interest Expense	1,829.95	2,967.68
(b) Other Borrowing Costs		
(i) Finance Charges	17.91	18.48
(ii) Others including Bank Charges	0.32	0.28
Total	1,848.18	2,986.44

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

33. OTHER EXPENSES

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(a) Storage & Handling Charges	64.85	57.59
(b) Transportation, Labour and Handling Charges	111.38	769.32
(c) Power & Fuel	133.94	133.15
(d) Rent	30.44	35.33
(e) Equipment Hire Charges	4.56	4.41
(f) Repairs		
(i) Plant & Machinery	226.27	305.25
(ii) Buildings	-	3.32
(iii) Others	20.89	38.98
(g) Insurance	40.46	47.63
(h) Rates & Taxes	23.39	36.87
(i) Business Promotion Expenses	28.17	20.42
(j) Legal & Professional Fees	200.04	140.35
(k) Directors Sitting Fees	17.65	21.15
(l) Commission to Directors	-	14.85
(m) Auditors Remuneration		
(i) Statutory Audit Fees including Quarterly Reviews	12.00	11.25
(ii) Out Of Pocket Expenses	0.66	0.67
(n) Allowance for doubtful debts	2.80	-
(o) Travelling and Conveyance Expenses	59.56	78.87
(p) Security Service Charges	44.91	43.49
(q) Connectivity and Internet Charges	8.25	8.64
(r) CSR Expenditure u/s 135 of Companies Act, 2013 (refer note 42)	25.26	25.33
(s) Health & Safety Expenses	10.16	21.04
(t) Computer & Software Expenses	9.78	9.66
(u) Motor Car Expenses	19.24	20.08
(v) Office Expenses	0.61	17.06
(w) Listing Fees	22.03	3.00
(x) Miscellaneous Expenses	36.36	28.35
Total	1,153.66	1,896.06

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34. Capital and other Commitments

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Estimated amount of contracts remaining to be executed and not provided for on capital account	-	-
Total	-	-

35. Contingent Liabilities

PARTICULARS	As at 31st March 2023	As at 31st March 2022
(a) Claims against the Company not acknowledged as debts:		
i) Additional demand on account of revision in rates of Lease Rent and Transfer fee/upfront rent for change in name*	7,393.69	6,754.18
ii) Additional demand on account of Electricity Charges **	53.42	53.42
(b) Guarantee: (Refer note 36(a))		
Bank Guarantee issued in favour of Madhya Pradesh State Agricultural Marketing Board	700.00	700.00
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	110.20
(c) Claims against the company not acknowledged as debts	29.51	29.51
(d) Disputed liability on account of Income Tax	220.88	496.12
Total	8,570.78	8,206.51

* 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. Further DPT has also raised demand in respect of increase in the lease rent on account of revision of rates. The Company had filed a Letters Patent Appeal (LPA) / Special Civil Application (SCA) in High Court of Gujarat, against the demand raised by the DPT. Further, for certain portion of leasehold land where the lease period is expired, the Company had filed LPA/SCA for the renewal of the said lease. However, vide Order dated 06.05.2022, the SCA and LPA filed by the Company has been dismissed by the Hon'ble High Court of Gujarat. However, the Company has filed a Special Leave Petition (SLP) in Hon'ble Supreme Court of India against the order of Hon'ble High Court of Gujarat. Pending the decision of the Hon'ble Supreme Court of India, no provision/ adjustments have been made in the financial statements in respect of the above, being the same currently not ascertainable and depreciation on assets constructed on lease hold land has been continued to be charged and right to use lease assets are continued to be recognised based on the lease rent and lease period as already determined and recognised in earlier years. DPT, due to non-payment of dues by the company, had restricted the entry permit for the Company Operation Team to the port area. Consequently, the operations were suspended from 03.05.2023 to 10.05.2023 post which date the operations were resumed and are running.

** 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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

36. (a) The total outstanding loans (including interest) availed by the Company's subsidiary - Kesar Multimodal Logistics Ltd (KMLL) from Banks as at 31.03.2023 is ₹ 16,737.93 Lakhs (March 31, 2022, ₹ 17,110.02 Lakhs). There were defaults in repayments of the borrowings by Company's subsidiary Kesar Multimodal Logistics Limited to its lenders. The Company petition filed u/s 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by the lenders of KMLL (Borrower) against the KMLL and the Company, being the Guarantor in view of default was admitted by the NCLT vide Order dated 17.02.2022 against KMLL and vide Order dated 07.03.2022 against the company. However, pursuant to the sanction of the One Time Settlement (OTS) by the lenders and the subsequent filing of form 12A by RP for the withdrawal of CIRP (Corporate Insolvency Resolution Process), NCLT vide its Order dated 19.09.2022 in case of KMLL and 04.10.2022 in case of the Company, withdrew the CIRP.

The Lenders of KMLL had also filed an Original Application before the Debt Recovery Tribunal (DRT) – Jabalpur against the Company and its subsidiary company (i.e. KMLL). The proceedings were kept in abeyance due to the moratorium declared pursuant to CIRP. However, since the CIRP has been withdrawn on account of OTS with the lenders of KMLL, the DRT will be informed about the same in the next hearing with the request to keep the proceedings on hold till the completion of OTS and the parties are in the process of finalising the Consent Terms which will be filed before the DRT.

KMLL has made part payments towards OTS and there are overdues as on 31.03.2023. KMLL is seeking more time from lenders for repayment of OTS dues. Pending the outcome of the same, the Company has made no provision against liability that may arise, if any on account of invocation of the corporate guarantee w.r.t. pending repayment obligations under OTS by KMLL towards the lenders.

The company has during the year decided to divest upto 100% equity and/or preference stake in KMLL. The Board of Directors of the Company in its meeting held on 08th November, 2022 passed an enabling resolution in respect of the proposed Sale / disposal / transfer up to 100% equity and/or preference stake of Kesar Multimodal Logistics Limited, a wholly owned Subsidiary. Further the Company took the Shareholders approval to enable the proposed divestment. Subsequently the company received an offer for sale of equity and/or preference stake of KMLL from the prospective buyer which is accepted by the company and which is subject to the execution of definitive agreements in agreed form, the fulfilment of conditions precedent and necessary approvals from the regulatory/statutory authorities.

The Management expects improvement in the revenues and business of KMLL in future and successful fulfilment of OTS obligations. In view of the same and proposed divestment of the equity and preference shares of KMLL by the company, the financial statements of KMLL is prepared on a 'going concern' basis.

- b) In case of KMLL, Interest on Bank term loans have been provided up to 30.06.2022 on the outstanding cumulative term loan balances. Pursuant to the sanction of the OTS proposal by the lenders, interest on bank term loans have been provided on the OTS amount based on the OTS sanctioned terms w.e.f. 01.07.2022. KMLL has made part payments and there are overdues as on 31.03.2023. KMLL is seeking more time from lenders for repayment of OTS dues. Further, the effect of the OTS waiver on borrowings and interest outstanding will be accounted as and when repayment obligations under the OTS are fulfilled by the KMLL.

KMLL has incurred substantial losses during the current as well as previous financial years and the net worth of the Company has completely eroded. Further, the revenues and turnovers of KMLL have not improved or achieved as per management's expectations. In view of the above, there may be an impairment in the carrying value of Property Plant and Equipment situated at Composite Logistics Hub at Pawarkheda, Madhya Pradesh. However, the extent of impairment is not ascertained currently and hence no provision has been made.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

37 Capital Work in Progress includes

(₹ in Lakhs)

PARTICULARS	As at	As at
	31st March 2023	31st March 2022
Building-Railways Warehousing	522.65	522.65
Truck Parking Area	9.53	9.53
Phenol Area TLF Modification Terminal-1	-	25.35
Weighbridge Expansion Terminal-2	-	8.72
Preoperative Expenses		
Other Miscellaneous Expenses in respect of Pipavav Project	11.31	11.31
Total	543.49	577.56

38 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:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Present Value of benefit obligations	278.79	255.63
Fair Value of plan assets	(263.47)	(244.04)
Net liability /(Assets)	15.30	11.57
Amount in balance sheet		
Liabilities/ (Assets)	15.30	11.57

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Current service cost	14.60	14.53
Interest on obligation	0.84	1.03
Past Service Costs	-	0.00
Total included in employee benefit expense	15.44	15.56

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- (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 2023	For the year ended 31st March 2022
Opening defined benefit obligation	255.64	249.05
Current Service costs	14.60	14.53
Interest costs	18.29	17.07
Past Service Cost	-	-
Actuarial losses/ (gains) on obligations – Due to Experience	4.34	0.28
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(0.58)	0.05
Actuarial losses/ (gains) on obligations – Due to Change in Financial Assumptions	(4.01)	(5.37)
Benefits paid	(9.48)	(19.97)
Closing defined benefit obligation	278.80	255.63

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Actuarial (Gains)/Losses on obligation for the period	(0.26)	(5.04)
Return on Plan Assets, excluding interest income	(0.54)	(0.94)
Net actuarial losses (gains) recognized in year	(0.80)	(5.98)

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening net Liability/ (asset)	11.58	15.01
Expenses recognized in Statement of Profit or Loss	15.44	15.56
Expenses recognized in OCI	(0.80)	(5.98)
Net Liability / (asset) Transfer In	-	-
Employers Contribution	(10.91)	(13.01)
Net Liability/(Assets) Recognised in the Balance Sheet	15.31	11.58

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Present Value of Benefit Obligation at the beginning	255.63	249.05
Fair Value of Plan Assets at the beginning	(244.04)	(234.04)
Net Liability / (Assets) At the Beginning	11.58	15.01
Interest Cost	18.29	17.07
Interest Income	(17.45)	(16.04)
Net Interest cost for Current Period	0.84	1.03

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

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening fair value of plan assets	244.05	234.04
Adjustment in funds	-	-
Interest Income	17.46	16.11
Return on Plan Assets, Excluding Interest Income	0.54	0.86
Contributions by employer	10.95	13.01
Assets Transferred In/Acquisitions	-	-
Benefits paid	(9.48)	(19.94)
Closing fair value of plan assets	263.52	244.08

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 2023	For the year ended 31st March 2022
Discount rate	7.46%	7.33%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	7.46%	7.15%
Attrition rate	3.00%	1.00%
Mortality Tables	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

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.

(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 2023	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2019
Defined benefit obligation	278.79	255.63	249.05	244.49	223.27
Plan Assets	263.47	244.05	234.04	217.21	214.77
Surplus / (deficit)	(15.32)	(11.58)	(15.01)	(27.28)	(8.50)

(j) Experience Adjustment:

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2019
On plan Liability (Gains) / Losses	4.34	0.16	(6.26)	(6.82)	(8.03)
On plan Assets Gains / (Losses)	0.64	0.86	0.55	0.95	(4.98)

Amount recognized as expense in respect of Compensated Leave Absence is ₹ 18.03 Lakhs (Previous Year ₹ 15.74 Lakhs).

Defined Contribution Plans

Amount recognized as an expense in respect of "Contribution to Provident and other Funds" is ₹ 68.38 Lakhs (Previous Year ₹ 65.43 Lakhs)

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

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
1st Following Year	55.37	23.45
2nd Following Year	20.59	12.08
3rd Following Year	72.33	16.89
4th Following Year	28.88	71.97
5th Following Year	19.72	27.96
Sum of Years 6 To 10	91.22	100.42
Sum of Years 11 and above	151.87	211.36

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(l) Sensitivity Analysis

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Projected Benefit Obligation on Current Assumptions	278.79	255.63
Delta Effect of +1% Change in Rate of Discounting	(12.27)	(15.72)
Delta Effect of -1% Change in Rate of Discounting	13.73	17.85
Delta Effect of +1% Change in Rate of Salary Increase	12.16	15.28
Delta Effect of -1% Change in Rate of Salary Increase	(11.43)	(14.56)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.05)	(0.46)
Delta Effect of -1% Change in Rate of Employee Turnover	0.03	0.47

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 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.

Para 139 (c) Characteristics of defined benefit plans:

During the year, there were no plan amendments, curtailments, and settlements.

Para 147 (a)

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

39 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 :

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 31st March 2023	As at 31st March 2022
0-180 days	478.61	462.57
More than 180 days	75.10	52.20
Total	553.71	514.77

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

(₹ in Lakhs)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Balance at the beginning of the year	10.30	12.88
Add:- Additional provision made	0.77	-
Less:- Provision write off	-	-
Less:- Provision reversed	-	2.58
Balance at the end of the year	11.07	10.30

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, 2023 and March 31, 2022.

Year ended 31st March, 2023

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	16,354.22	-	-	16,354.22
Unsecured Borrowing	500.00	-	-	500.00
Car Loan	28.97	40.16	-	69.13
Trade Payables	181.10	-	-	181.10
Others	97.72	-	-	97.72
Lease Liability	2,093.49	2,774.67	2,251.46	7,119.62
Interest outstanding	430.10	-	-	430.10

Year ended 31st March, 2022

PARTICULARS	Upto 1 Year	1 to 5 years	> 5 years	Total
Term Loans	17,110.02	-	-	17,110.02
Car Loan	31.85	69.13	-	100.98
Trade Payables	264.15	-	-	264.15
Others	185.19	-	-	185.19
Lease Liability	2,125.64	2,699.55	2,482.61	7,307.80
Interest outstanding	0.01	-	-	0.01

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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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	
	2022-23	2021-22
Interest rate – increase by 100 basis points (100 bps)	76.31	159.61
Interest rate – decrease by 100 basis points (100 bps)	-76.31	-159.61

40 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.

(₹ in Lakhs)

PARTICULARS	As at 31st March, 2023	As at 31st March, 2022
Net Debt		
Long term Borrowing and Other Current Liabilities	16,923.35	17,211.00
Cash and Cash Equivalent	121.20	253.03
	16,802.15	16,957.97
Equity		
Equity share capital	546.32	546.32
Other Equity	-5,008.50	-3,625.60
	-4,462.18	-3,079.28
Net debt/Equity Ratio	-3.77	-5.51

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

41 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	As at 31st March, 2023			As at 31st March, 2022		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
- Non Current-Investments	0.05			0.05		
- Other Non Current Assets	224.22			99.97		
- Current-Investments			101.25	-		-
- Trade Receivables	542.63			504.47		
- Cash and Cash equivalents	121.20			253.03		
- Bank balances other than cash and cash equivalents	70.91			126.73		
- Current Financial Assets-Loans	1.28			1.73		
- Current Financial Assets-Others	55.27			66.00		
Total financial Asset	1,015.56		101.25	1,051.98		-
Financial Liabilities						
- Long term Borrowings	40.16			69.13		
- Lease Liability	7,119.63			7,307.80		
- Trade payable	181.10			264.15		
- Other Financial Liabilities	16,882.05			17,295.21		
- Short term Borrowings	528.97			31.85		
Total financial liabilities	24,751.91		-	24,968.14		

42 CSR Expenditure:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
a) Excess amount spent in earlier years brought forward	5.24	4.69
b) Gross Amount required to be spent by the Company during the year	25.26	30.03
c) Amount spent during the year*	20.02	30.58
d) Excess of CSR spent carried forward to avail set off in next 3 financial years	-	5.24

* Out of ₹ 20.02 Lakh, ₹ 10.00 Lakh is Donated to RK HIV & Aids Research & Care Centre towards improvement in healthcare system and ₹ 10.02 Lakhs is donated to Omkar Andh Apang Samajik Sanstha which is working towards upliftment of Eco-Socio Backward Society by providing Health Education and Self-Employment.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

43 Segment Reporting

In the opinion of the Management and based on consideration of dominant source and nature of risks and returns, the group's activities during the year revolved around single segment namely i.e. Logistics Business". Considering the nature of company's business and operations, there are no separate reportable segments (Business and/or Geographical) in accordance with the requirement of Indian Accounting Standard 108.

44 Related party disclosures under Indian Accounting Standard -24

Names of related parties and nature of related party relationships:

i) Parties where control exists

- a) Kesar Multimodal Logistics Limited - Subsidiary Company
- b) **Key Management Personnel**
Mr. H R Kilachand Executive Chairman
- c) **Enterprises / Entities with Joint Control or Significant Influence over Entity:**
Kesar Enterprises Limited
Kesar Corporation Pvt. Ltd.
Indian Commercial Co. Pvt. Ltd.
Kilachand Devchand & Co. Pvt. Ltd.
India Carat Pvt Ltd
Seel Investment Pvt. Ltd.
H R Kilachand (HUF)
Harsh Family Trust
Rajnikant Kilachand (HUF)

ii) Parties with whom the transactions were carried out during the Year

- a) **Key Managerial Personnel under Companies Act, 2013:**
Mr. Navlesh Kumar CEO (upto 13.01.2023)
Mr. Debasis Bhattacharya CEO (w.e.f. 13.02.2023)
Mr. V J Doshi Chief Financial Officer (CFO)
Mrs. Sarika Singh Company Secretary (CS)
- b) **Non-Executive / Independent Directors:**
Mr.A.S.Ruia Independent Director (upto 05.09.2022)
Mr.R.S.Loona Independent Director
Mr.J.K.Devgupta Independent Director (w.e.f. 30.09.2022)
Mrs.Nilima Ashok Mansukhani Independent Director

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Disclosure of transactions with related parties and the status of outstanding balance as on 31st March, 2023:

(₹ in Lakhs)

PARTICULARS	Kesar Enterprises Limited	H R Kilachand	Seel Investment Pvt Ltd
(a) Transactions			
Reimbursement of Expenses	8.38 (11.13)		
Payment made on their behalf	- (1.00)		
Sharing of Common Expenses	- (17.70)		
Short Term loan received			910.30 (Nil)
Short Term loan repaid			410.30 (Nil)
Receipt towards Expression of Interest in case of CIRP Process			2.00 (Nil)
Refund of amount received towards Expression of Interest (CIRP Process)			2.00 (Nil)
Interest Expenses			15.23 (Nil)
Managerial Remuneration		134.41 (169.41)	
(b) Balance outstanding			
Other Receivable	- (1.00)		
Receivable - Sharing of Common Expenses	- (5.85)		
Short Term Loan received			500.00 (Nil)
Interest Outstanding			13.70 (Nil)
Managerial Remuneration		- (6.43)	

(Figures in brackets represents previous year)

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Directors Sitting fees paid to Independent and Non-Executive Directors

(₹ in Lakhs)

Name of the Director	For the year ended 31st March 2023		For the year ended 31st March 2022	
	Director's Sitting Fees	Commission	Director's Sitting Fees	Commission
Mr.A.S.Ruia (upto 05.09.2022)	-	-	6.55	2.97
Mr.J.N.Godbole (Expired on 04.01.2022)	-	-	2.80	2.97
Mr.R.S.Loona	8.55	-	6.90	2.97
Mrs.Nilima Ashok Mansukhani	5.25	-	3.15	2.97
Mr.J.K.Devgupta (w.e.f. 30.09.2022)	3.85	-	1.75	2.97

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

Name	For the year ended 31st March 2023	For the year ended 31st March 2022
H R Kilachand	-	7.48
Rohan Harsh Kilachand	-	4.58
Rohita Harsh Kilachand	-	4.55
H R Kilachand (HUF)	-	0.60
Indian Commercial Co. Pvt. Ltd.	-	5.07
Seel Investment Pvt. Ltd.	-	4.80
Indian Carat Pvt Ltd	-	0.22
Kesar Corporation Pvt Ltd	-	47.19
Kesar Enterprises Ltd	-	15.60
V V Sahasrabudhe (Holder for Harsh Family Trust)	-	9.61
Rajnikant A Kilachand HUF	-	0.30

Key Management personnel compensation

Name	Designation	During the Year 2022-23	During the Year 2021-22
Navlesh Kumar (upto 13.01.2023)	CEO	58.03	62.53
Debasis Bhattacharya (w.e.f. 13.02.2023)	CEO	5.79	-
V J Doshi	CFO	120.82	118.74
Sarika Singh	Company Secretary	15.75	15.06

45 Supplementary statutory information

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Expenditure in foreign currency (Foreign Travelling & Business Promotion Expenses)	-	0.71

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

46 Maturity analysis of lease liabilities

(₹ in Lakhs)

Maturity analysis –contractual undiscounted cash flows	As at 31st March 2023	As at 31st March 2022
Less than one year	2,721.02	2,091.59
One to five years	2,783.69	2,725.41
More than five years	22,172.16	22,891.60
Total undiscounted lease liabilities	27,676.87	27,708.59
Lease liabilities included in the statement of financial position as on date	7,119.63	7,307.80
Current	2,093.49	2,125.64
Non-Current	5,026.15	5,182.16

Amounts recognised in profit or loss

PARTICULARS	2022-23	2021-22
Interest on lease liabilities	756.06	758.97
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	30.44	30.01

Amounts recognised in the statement of cash flows

PARTICULARS	2022-23	2021-22
Total cash outflow for leases	1,034.64	792.98

47 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: -

PARTICULARS	As at 31st March, 2023	As at 31st March, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier	3.10	22.73
The amount of Principal and interest paid beyond the appointed day	13.06	34.24
The amount of interest due and payable on delayed payments	-	0.32
The amount of interest accrued and remaining unpaid	-	0.32
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.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

48 Earnings per Share (EPS):

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Basic & Diluted EPS:		
a) Net profit attributable to Equity Shareholders (₹ in Lakhs)	(1,384.64)	(2,945.53)
b) Weighted average number of Equity Shares Outstanding (Nos.)	10,926,475	10,926,475
Basic & Diluted EPS (₹)	(12.67)	(26.96)
Face Value per Share (₹)	5.00	5.00

49 Details and reasons when no charges or satisfaction are registered with Registrar of Companies are given below.

Details	Name of the Bank	Date Of Loan	Amount (In Lakhs)	Reasons
Jaguar	YES Bank	18-10-2019	44.00	Charges not registered with MCA as no documents provided by the lenders.
Ertiga	ICICI Bank	31-10-2018	8.76	

50 Ratio Analysis

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22	% Change in the ratio	Reason for variance
(i) Current Ratio				
Current Assets	1,025.36	1,956.29	44.00	Due to decrease in current asset because of transfer of amount paid to lenders of KMLL form short term advance to long term advance to KMLL
Current Liabilities	20,330.35	20,575.72		
Current Ratio	0.05	0.10	-47%	
(ii) Debt-equity ratio				
Long term Borrowing and Other Current Liabilities	16,923.35	17,211.00		Due to reduction in other equity consequent to loss of subsidiary company for current year
Cash and Cash Equivalent	121.20	253.03		
Total	16,802.15	16,957.97		
Equity				
Equity share capital	546.32	546.32		
Other Equity	(5,008.50)	(3,625.57)		
Total	-4,462.18	-3,079.25		
Net debt/Equity Ratio	-3.77	-5.51	32%	

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22	% Change in the ratio	Reason for variance
(iii) Debt Service coverage ratio				
EBITDA	1,778.08	1,299.31		Due to decrease provisions of interest consequent to OTS with lenders of KMLL
Interest, Pricipal & lease payments	733.77	990.47		
	2.42	1.31	85%	
(iv) Return on Equity Ratio				Due to decrease in loss for current year
Net income	(1,382.93)	(2,940.85)		
Shareholder's Equity	(3,770.72)	(1,526.88)		
	0.37	1.93	-81%	
(v) Inventory Turnover Ratio				Due to decrease in business operations of the group
Opening Stock	7.49	6.80		
Closing Stock	5.70	7.49		
Average Stock	6.60	7.15		
Cost of Goods sold	1,710.98	2,557.23		
Inventory Turnover	259.44	357.90	-28%	
(vi) Trade receivables turnover ratio				
Opening Debtors	504.47	630.88		
Closing Debtors	542.63	504.47		
Average Debtors	523.55	567.68		
Sales	3,696.46	4,253.15		
Debtors Turnover	7.06	7.49	-6%	
(vii) Trade payables turnover ratio				
Other Expenses	1,087.36	1,797.86		
Average Trade payables	111.31	180.04		
	9.77	9.99	-2%	
(viii) Net Capital Turnover ratio				
Net Sales	3,696.46	4,253.15		
Working Capital	(18,882.08)	(17,622.55)		
	(0.20)	(0.24)	19%	
(ix) Net Profit ratio				Due to decrease net profit because of lower provisions of interest consequent to OTS with lenders of KMLL
Net Profit	(1,214.41)	(2,781.39)		
Sales	3,696.46	4,253.15		
Net Profit Margin (%)	-33%	-65%	50%	
(x) Return on Capital employed				Due to increase in earnings consequent to loss in subsidiary
Earnings before Interest and Tax	635.48	209.73		
Capital Employed	(3,893.05)	(2,978.27)		
	(16.32)	(7.04)	-132%	
(xi) Return on Investments				Due to decrease in average Investments
Opening Investment	0.05	890.7		
Closing Investment	100.29	0.05		
Average Investments	50.17	445.38		
Gain/Interest Income on Investments	1.83	19.02		
Return on Investments	3.65	4.27	-17%	

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

51 Tax Expenses

(a) Income tax expense

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Current tax		
Current tax	263.00	295.00
Adjustments of prior year	1.33	-3.33
Total-A	264.33	291.67
Deferred tax		
Deferred tax charge/(credit)	-94.10	-127.53
Total-B	-94.10	-127.53
Total tax expense-A+B	170.23	164.14

b) Reconciliation of tax expense and the tax based on accounting profit

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Profit/(Loss) before tax	-1,214.39	-2,781.39
Loss of subsidiary not subject to tax	2,358.89	3,855.58
Consolidation adjustment	-546.62	-545.14
Net profit chargeable to tax	597.88	529.05
Income tax expense calculated at 25.17%	150.47	154.06
(i) Tax effect of:		
Add :		
Corporate social responsibility expenses not allowed as deduction	6.36	7.38
Provisions for Retirement Benefits	1.10	1.54
Difference in Depreciation and Amortisation	61.62	73.21
Gain on Valuation of Mutual Fund	-0.25	4.40
Deferred Tax Expense for the year	-94.10	-127.53
Interest on lease liability	184.89	201.17
Profit on Sale of Fixed Assets	-0.73	-4.20
Rent expenses as per GAAP	-149.16	-141.95
Provisions for doubtful Debts	0.70	-0.61
Excess provision of previous years reversed	1.33	-3.33
Interest u/s 234C	8.00	-
Total Expenses	170.23	164.14

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

The following table provides the details of income tax assets and liabilities as at 31st March, 2023 and 31st March, 2022:

(₹ in Lakhs)

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Income tax assets	198.78	901.70
Current income tax liabilities	303.76	786.13
Net balance	-104.98	115.57

The gross movement in the current tax asset/ (liability) for the years ended 31st March, 2023 and 31st March, 2022 is as follows :

PARTICULARS	For the year ended 31st March 2023	For the year ended 31st March 2022
Net current income tax liability at the beginning	115.57	80.29
Income tax paid (including MAT credit entitlement adjustment)	43.78	331.67
Current income tax expense	-263.00	-295.00
Previous years adjustment	-1.33	-1.39
Net current income tax liability at the end	-104.98	115.57

Since the subsidiary company has incurred losses during both the years, there is no tax payable for the year.

52 Additional information as required under Schedule III of Companies Act, 2013:

NAME OF THE ENTITY IN THE	For the Year Ended 31st March 2023		For the Year Ended 31st March 2022	
	Net Assets i.e. total assets minus total liabilities		Net Assets i.e. total assets minus total liabilities	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated net assets	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	-198.30%	8,848.51	(273.54%)	8,422.84
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	253.43%	-11,308.70	305.30%	-9,400.85
Intercompany Elimination and Consolidation Adjustments	44.87%	-2,001.99	68.24%	-2,101.24
Total	100.00%	-4,462.18	100.00%	-3,079.25
Owners of the Company	100.00%	-4,462.18	100.00%	-3,079.25
Non Controlling Interest in Subsidiary		-		-

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

NAME OF THE ENTITY IN THE	For the Year Ended 31st March 2023		For the Year Ended 31st March 2022	
	Share in profit/ (loss)		Share in profit/ (loss)	
	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	30.90%	427.87	-247.25%	-7,282.69
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	-170.38%	-2,359.12	-130.90%	-3,855.59
Intercompany Elimination and Consolidation Adjustments	39.48%	546.62	278.14%	8,192.75
Total	100.00%	-1,384.63	100.00%	-2,945.53
Owners of the Company	100.00%	-1,384.63	100.00%	-2,945.53
Non Controlling Interest in Subsidiary		-		-

NAME OF THE ENTITY IN THE	Share in Other Comprehensive Income		Share in Other Comprehensive Income	
	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	-128.47%	-2.19	67.86%	3.18
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	228.47%	3.90	32.14%	1.50
Intercompany Elimination and Consolidation Adjustments	0.00%	-	0.00%	-
Total	100.00%	1.71	100.00%	4.68
Owners of the Company	100.00%	1.71	100.00%	4.68
Non Controlling Interest in Subsidiary		-		-

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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

NAME OF THE ENTITY IN THE	Share in Other Comprehensive Income		Share in Other Comprehensive Income	
	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)	As % of consolidated profit/(loss)	Amount (₹ in Lakhs)
Parent				
Kesar Terminals & Infrastructure Ltd	30.78%	425.67	-247.53%	(7279.51)
Subsidiary				
Indian				
Kesar Multimodal Logistics Limited	-170.31%	-2,355.22	(131.05%)	(3,854.09)
Intercompany Elimination and Consolidation Adjustments	39.53%	546.62	278.58%	8192.75
Total	100.00%	-1,382.92	100.00%	-2,940.85
Owners of the Company	100.00%	-1,382.92	100.00%	-2,940.85
Non Controlling Interest in Subsidiary		-		-

- 53 During the financial year, the group has incurred Cash Loss of ₹ 221.60 Lakhs (Previous year ₹ 1,142.51 Lakhs).
- 54 The company is under the process of identifying the transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- 55 The balances in respect of Trade receivables, Trade Payables, Borrowings, Loan and advances and security deposits are subject to confirmation and consequential reconciliation if any.

56 ADDITIONAL REGULATORY INFORMATION

a. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2023 and March 31, 2022.

b. Undisclosed Income

There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

c. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year ended March 31, 2023 and March 31, 2022.

d. Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

e. Fraud Reporting

The company has not reported any fraud during the year ended March 31, 2023, and March 31, 2022.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

f. Relationship with Struck off companies

The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.

g. Details of Benami Property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

h. Title deed of immovable properties

All the title deeds of immovable properties are held in the name of the company except in respect of lease hold land as stated in note 35

57 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: May 29, 2023

For and on behalf of the Board of Directors

H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2023

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

Annual Report 2022-2023

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, 2023
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	:	(15,488.72)
7.	Total assets	:	13,175.09
8.	Total Liabilities	:	24,483.81
9.	Investments	:	Nil
10.	Turnover	:	346.81
11.	Profit/(Loss) before taxation	:	(2,358.89)
12.	Provision for taxation	:	Nil
13.	Profit/(Loss) after taxation	:	(2,359.12)
14.	Proposed Dividend	:	Nil
15.	% of shareholding	:	100 %

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

- Names of subsidiaries which are yet to commence operations : Nil
- 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			

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

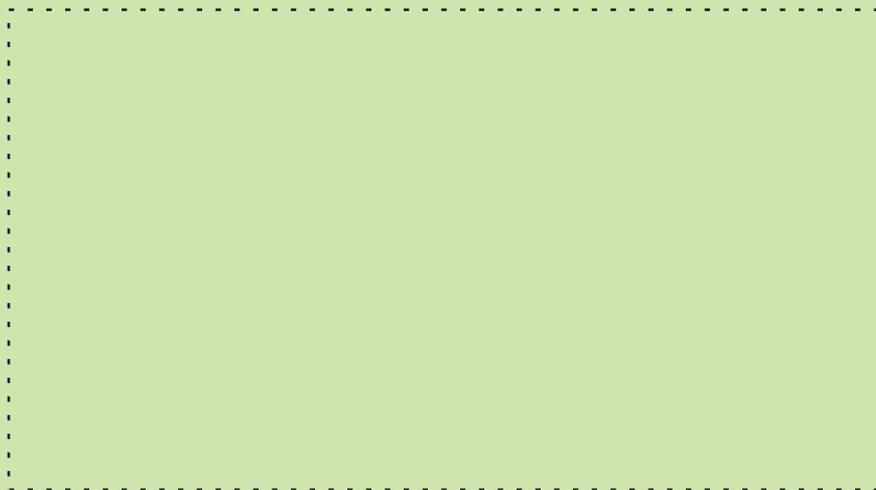
H R Kilachand
Executive Chairman
DIN 00294835

V J Doshi
Chief Financial Officer

J K Devgupta
Director
DIN 00515391

Sarika Singh
Company Secretary

Place: Mumbai
Date: May 29, 2023



If undelivered please return to:

KESAR TERMINALS & INFRASTRUCTURE LIMITED

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