KESAR TERMINALS & INFRASTRUCTURE LIMITED

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

3rd September, 2018

To,

The Secretary Corporate Relationship Department Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	Mr. Hari K Assistant Vice President Listing Department, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Dear Sir,

Sub: **Submission of Notice of 10th Annual General Meeting to be held on 27th September, 2018**

Pursuant to requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 10th Annual General Meeting of the Company to be held on Thursday 27th September, 2018 at 3:30 p.m. at M C Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushuru Dubash Marg, Mumbai 400 001.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For KESAR TERMINALS & INFRASTRUCTURE LIMITED.

Sarika Singh
Company Secretary

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of **KESAR TERMINALS & INFRASTRUCTURE LIMITED** (CIN:L45203MH2008PLC178061) will be held on **Thursday 27th September, 2018 at 3:30 p.m. at M C Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushuru Dubash Marg, Mumbai 400001** to transact the following business:

1. To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon,
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri J K Devgupta (DIN: 00515391), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and SEBI (LODR) Regulations 2015, Smt. Nilima Mansukhani (DIN: 06964771) aged 66 years, who was appointed as an Additional Director in the category of an Independent Director by the Board of Directors at their meeting held on 21.05.2018 whose term is upto the conclusion of this meeting, be and is hereby appointed as an Independent Director of the Company to hold office for the 1st Term of 5 (five) consecutive years effective from 21.05.2018 up to the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2023 and that she will not be liable to retire by rotation."

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approval of the Shareholders be and is hereby granted for the appointment of Shri H R Kilachand (DIN: 00294835) as a Whole-Time Director designated as "Executive Chairman" of the Company, entrusted with substantial powers of the Management, for a period of 3 years from 20.12.2017 to 19.12.2020, on a remuneration as per Schedule V of the Act, and on terms and conditions as specifically set out below:

   I. SALARY:

   [A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

   a. Salary upto ₹4,00,000/- per month or ₹48,00,000/- per annum or in the scale as may be decided by the Board based on the performance of the Company subject to specified ceiling limit of the Net Profit;

   b. Incentives, not exceeding the specified ceiling limit of the Net Profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

   OR

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

   Salary ₹ 7,00,000/- per month or ₹ 84,00,000/- per annum [or any higher limit as may be revised from time to time under the Act] inclusive of Perquisites as mentioned hereunder as Minimum Remuneration as per Schedule V.

   II. PERQUISITES:

   Shri H R Kilachand shall be entitled to House Rent Allowance not exceeding 60% of the salary, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car with driver, telephone and such other perquisites in accordance with

the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Shri H R Kilachand, subject however to the limit of overall Minimum Remuneration as prescribed under Schedule V.

Shri H R Kilachand shall be further eligible to the following perquisites also which shall not be included in the computation of the ceiling limit on remuneration by way of salary, perquisites, allowances etc, in the event of the Company having no profits or its profits are inadequate.

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

ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

iii. Encashment of leave at the end of the tenure.

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

"RESOLVED FURTHER THAT the remuneration as per para I(B) above shall nevertheless be paid and allowed to Shri H R Kilachand as Executive Chairman as the minimum remuneration, but not exceeding overall ceiling limits specified in Section II of Part II of Schedule V to the Act or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri H R Kilachand, the Company may have made no Profits or its Profits may be Inadequate."

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Sections 196, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and the Board of Directors, consent of the Shareholders of the Company be and is hereby accorded & ratified for the appointment of Shri J K Devgupta (DIN 00515391) as a Whole-Time Director of the Company from 23.11.2017 to 13.2.2018 without any remuneration."

"RESOLVED FURTHER THAT Shri J K Devgupta be allowed reimbursement of expenses actually and properly incurred by him for the business of the Company during that period, if any."

"RESOLVED FURTHER THAT any one of the Directors or Shri V J Doshi, Compliance Officer be and is hereby authorised to do all such things as may be required to give effect to the above Resolutions including filing of various forms with the Registrar of Companies."

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

7th August, 2018

By Order of the Board of Directors

H R Kilachand
Executive Chairman
DIN: 00294835

NOTES:

a) A member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

b) The register of members and share transfer books of the Company shall remain closed from **Thursday, 20th September 2018 to Thursday, 27th September 2018 (both days inclusive)** for the purpose of payment of dividend. The Shareholders are requested to inform of change in address, if any, at the earliest.

c) The unclaimed final dividend for the year 2010-11 will be transferred to the Investor Education & Protection Fund on or before 02.09.2018.

d) The Members may Lodge their shares for transfer / transmission with the office of M/s. Sharex Dynamic (india) Pvt. Ltd., the Registrar and Share Transfer Agents at Unit No.1, Luthra Industrial Premises, Andheri- Kurla Road, Safed Pool, Andheri (East), Mumbai 400072 or with the Company.

e) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to the DP with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company's R & T Agent. SEBI has also mandated that while submitting shares for transfer with the Company, the transferee as well as transferor shall furnish a copy of their PAN card for registration.

f) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

g) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays and Sundays between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Meeting.

h) Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.

i) Members / Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

j) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

k) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in Corporate Governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the AGM, Directors' Report, Management Discussion and Analysis, Corporate Governance Report, Auditors' Report, Financial Statements etc, is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant only, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Hence kindly provide them your email address for seving by electronic mode the notice/ documents as part of the Green initiative in Corporate Governance. The said information / request can be sent by members to Sharex Dynamics (india) Pvt. Ltd. the Registrar and Trasfer Agents through email id sharexindia@vsnl.com or the company's id headoffice@kesarindia.com.

l) E-Voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

Process for E-Voting

The instructions for members for voting electronically are as under:-

(i) The voting period will begin on **Monday, 24.09.2018 at 9:00 am** and end on **Wednesday, 26.09.2018 at 5:00 pm.** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, 20.09.2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website **www.evotingindia.com.**

(iii) Click on **"Shareholders".**

(iv) Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and **Click on Login**.

(vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	• In case the sequence number is Less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on **"SUBMIT"** tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the **EVSN-180810019** for Kesar Terminals & Infrastructure Ltd. on which you choose to vote.

(xii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

(xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

(xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using **CDSL's mobile app m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, URI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the Login details a Compliance User should be created using the admin Login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The List of accounts Linked in the Login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to h**elpdesk. evoting@cdslindia.com** or call on 18002 25533.

xx) In case of members receiving the physical copy of Notice of AGM [for members whose email IDs are not registered with the Company / Depository participants(s) or requesting physical copy], you may please follow the above the steps.

xxi) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

xxii) M/s. Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

xxiii) The Results declared along with the Scrutinizer's report shall be placed on the Company's website **www. kesarinfra.com** within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4: Appointment of Smt. Nilima Mansukhani as an Independent Director

Pursuant to the provisions of Sections 161 read with Schedule IV of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per Articles 89 of the Articles of Association of the Company and SEBI (LODR) Regulations 2015, Smt. Nilima Mansukhani has been appointed as an Additional Director in the category of an Independent Director by the Board of Directors at their meeting held on 21.05.2018 whose term is upto the conclusion of the 10th Annual General Meeting [AGM].

Pursuant to Section 149 & 152 of the Companies Act 2013 and SEBI (LODR) Regulations, 2015 as amended, Smt. Nilima Mansukhani is proposed to be appointed to hold office as an Independent Director for the 1st term of 5 (five) consecutive years from 21.05.2018 till the conclusion of the 15th AGM of the Company to be held in the year 2023 and that she will not be liable to retire by rotation.

The Company has received from Smt. Nilima Mansukhani (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 that she is not disqualified under section 164(2) of the Act in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014; and (iii) Declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act.

Brief resume of Smt. Nilima Mansukhani, nature of her expertise in specific functional areas and names of companies in which she holds Directorship and Membership / Chairmanship of Board Committees, shareholding and relationship between Directors inter-se is given below:

Name of the Director	Smt. Nilima Mansukhani
Date of Birth	01.11.1951
Date of Appointment on the Board	21.05.2018
Qualification	B.A.; M.A. [from Lucknow University]
Expertise in Functional Area	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 an expertise in Taxation matters.
Number of Shares held in the Company	--
List of Directorship held in other Companies	She is an Independent Director of Supreme Infrastructure India Ltd.
Chairman/Member of the Committees of the Boards of Companies in which he / she is Director	Member of Stakeholders Relationship Committee of Supreme Infrastructure India Ltd,

In the opinion of the Board, Smt. Nilima Mansukhani fulfils the conditions for her appointment as an Independent Director as specified in the Act and SEBI (LODR) Regulations, 2015 as amended from time to time.

Copies of the draft letter for appointment of Smt. Nilima Mansukhani as an Independent Director setting out the terms and conditions, is available for inspection at the Registered Office of the Company.

Smt. Nilima Mansukhani is interested in the resolution set out at No.4 of the Notice with regard to her appointment. The relatives of Smt. Nilima Mansukhani may be deemed to be interested in the resolutions set out at No.4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or his relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution.

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

Item No. 5:Appointment of Shri H R Kilachand as Executive Chairman

As approved by a resolution passed by the Nomination & Remuneration Committee of the Company on 20.12.2017 and also at the Board Meeting held on that day thereafter, the Directors have appointed Shri H R Kilachand as a Whole-Time Director designated as Executive Chairman of the Company entrusted with substantial powers of the Management, for a period of 3 years with effect from 20.12.2017 on a remuneration as per the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, subject to your approval by a Special Resolution at this meeting.

As required, a statement is given hereunder containing the following information:

I. General Information:

(1) Nature of industry: Service

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

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

(3) Financial performance based on given indicators:

Financial performance is given in the attached Annual Accounts.

(4) Export performance and net foreign exchange collaborations

(5) Foreign investments or collaborators, if any.

(4) & (5) above - Not Applicable as there is no export / foreign investments or any foreign collaboration.

II. Information about Shri H R Kilachand:

(1) Background details:

Shri H R Kilachand is the Chairman & Managing Director of the erstwhile Holding Company Kesar Enterprises Ltd. [KEL] since 1997 onwards. He has about 33 years of vast experience. He has contributed a lot in completion of the expansion & modernisation of Storage Terminals at Kandla and continues to see its growth as the Chairman of the Company. He is B. Com., C.B.M. & P.G.D.B.M., U.C.L.A. (U.S.A.).

(2) Past remuneration: He is appointed as a Whole-Time Director designated as Executive Chairman w.e.f.20.12.2017.

(3) Recognition or awards:

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

(5) Remuneration proposed: It is mentioned in the proposed Special Resolution at item no.5 in the above notice.

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

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

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

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

III. Other information:

Reasons of loss or inadequate profits: Till date there is no loss or inadequate profits.

IV. Disclosures:

(1) The remuneration package of Shri H R Kilachand is mentioned in item no.5 of the above Notice.

(2) Necessary disclosures are mentioned in the Director's Report under the heading "Corporate Governance", attached to the Annual Report:

Brief resume of Shri H R Kilachand is given below:

DIN	00294835
Birth Date	04.05.1960
Nationality	Indian
Qualification	B.Com. from University of Bombay; C.B.M. & P.D.B.M. from U.S.A.
Experience	He had joined Kesar Enterprises Ltd. (KEL) on 8.8.1985 as "Executive". He was entrusted with the duties of Administration & Co-ordination work of KEL and also to plan & supervise projects for modernisation and expansion of KEL's activities. He contributed a lot in his first decade towards the growth of KEL. He had efficiently carried out the duties entrusted to him, including completion of the expansion & modernisation of Sugar Factory, Distillery, ENA & IMFL Plants, the Power Plant for Cogeneration and also a Second Storage Terminal at Kandla. On 6.3.1997, he was appointed as a "Joint Managing Director" of KEL. Subsequently, after the death of his father w.e.f. 14.8.1997, he has been working as a Chairman & Managing Director of KEL. Since the demerger of Storage Division of KEL into the Company - Kesar Terminals & Infrastructure Ltd. [KTIL] i.e. from 14.09.2010, he worked as the Executive Chairman of the Company for almost 2 terms of 3 years each i.e. till 29.04.2016. He had resigned as Executive Chairman of the Company with effect from 29.04.2016 for the reason of his engagement in other business activities. During that period, he contributed a lot in the growth of the Company. He could manage to get for the Company a Composite Logistic Hub Project at Madhya Pradesh through its Special Purpose Vehicle Company viz. Kesar Multimodal Logistics Ltd. (KMLL). Once again, he has been appointed as Executive Chairman of the Company w.e.f. 20.12.2017.
Shareholding in KTIL	4,98,738 (4.56%) Shares Equity Shares.
Relationship with other Director	Nil
List of other Directorship	Kesar Enterprises Limited; Kesar Multimodal Logistics Ltd. [KTIL]; Kesar Corporation Pvt. Ltd. Indian Commercial Co. Pvt. Ltd. India Carat Private Limited; Kilachand Devchand & Company Private Limited; & Kilachand Devchand Commercial Private Limited.

Section 197 provides that a Public Company may appoint a person as its Managing Director, if he is the Managing Director of not more than one other Company. Schedule V to the Companies Act, 1956, provides that, subject to the provisions of Sections I and II, a Managerial Person can draw remuneration from one or both Companies, provided that the total remuneration drawn from both the Companies does not exceed the higher maximum limit admissible from any one of the Companies of which he is a Managerial Person.

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

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

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

M/s. Ragini Chokshi & Associates, the Secretary in Whole-time Practice has certified that the requirements of Schedule V have been complied with for the above appointment.

Save and except Shri H R Kilachand and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at No.5 of the Notice.

In the interest of the Company as well as the shareholders, your Directors recommend the Special Resolution proposed at Item no.5 of the Notice for your approval.

Items No.6: Appointment of Shri J K Devgupta as a Whole-Time Director

Pursuant to the provisions of Sections 196 and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and subject to approval of the Members of the Company and keeping in view the vast expertise and knowledge of Shri J K Devgupta, the Board of Directors had appointed Shri J K Devgupta as a Whole-Time Director of the Company, in his professional capacity, for a period of 1 year from 23.11.2017 to 22.11.2018.

The remuneration to Shri J K Devgupta was approved by the Nomination & Remuneration Committee and also by the Board of Directors of the Company at their meeting held on 23.11.2017 subject to approval of the Shareholders of the Company.

In view of the recent development in his family, Shri J K Devgupta resigned as a Whole-Time Director and continued his Directorship as a Non-Executive Director with effect from 13.02.2018. Shri J K Devgupta has not drawn his remuneration for the period from 23.11.2017 to 13.02.2018. Accordingly, the Nomination & Remuneration Committee and the Board of Directors have continued his Directorship as a Non-Executive Director with effect from 13.02.2018. The Company has filed necessary Form with the Registrar of Companies accordingly.

The Company had received from Shri J K Devgupta - (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 that he is not disqualified under section 164(2) of the Act in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014.

A brief profile of Shri J K Devgupta is as under:

DIN	00515391
Birth Date	22.05.1946
Nationality	Indian
Board Appointed	On 23.11.2017 for 1 year
Resignation	As Whole-Time Director with effect from 13.02.2018.
Qualification	B.Tech from IIT Kharagpur
Experience	He has over 4 decades of varied Industrial experience involving marketing, technical services, manufacturing, supply & distribution, import & export and shipping including the Company. He has been 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.
Relationship	Key Managerial Personnel
Shareholding	140 Shares Equity Shares
Relationship with other Director	Nil
List of other Directorship	Nil

The proposed Special Resolution is to ratify the appointment of Shri J K Devgupta as a Whole-Time Director for the period 23.11.2017 to 13.02.2018 without payment of remuneration for the said period.

Save and except Shri J K Devgupta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at No.6 of the Notice.

The Board recommends the Special Resolution as set out at No.6 of the Notice for your approval.

By Order of the Board of Directors

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

7th August, 2018

H R Kilachand
Executive Chairman
DIN: 00294835

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CIN: L45203MH2008PLC178061
Registered Office : Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai – 400 020
E-mail: headoffice@kesarinfra.com, Tel: 022-22851737, Fax: 022-22876162

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

10th ANNUAL GENERAL MEETING ON SEPTEMBER 27, 2018

Name of Member(s)		E-mail Id:	
Registered Address		Folio No. / *Client Id *DP Id	

I / We, being the Member(s) of _____ shares of the above named Company, hereby appoint:

(1) Name:_____
Address_____
_____E-mail Id:_____or failing him

(2) Name:_____
Address_____
_____E-mail Id:_____or failing him

(3) Name:_____
Address_____
_____E-mail Id:_____or failing him as my /our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.	Resolution	Option	
	Ordinary Business	**For**	**Against**
1.	To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of dividend on Equity Shares.		
3.	Re-appointment of Shri J K Devgupta who retires by rotation.		
	Special Business		
4.	Appointment of Smt. Nilima Mansukhani as an Independent Director		
5.	Appointment of Shri H R Kilachand as Whole-Time Director		
6.	Ratification of appointment of Shri J K Devgupta as a Whole-Time Director		

Note: * Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2018

Affix Revenue Stamp Re. 1

_____ _____

Signature of Shareholder Signature of Proxy holder(s)

NOTE:

(1) The proxy in order to be effective should be duly filled up, stamped, signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

KESAR TERMINALS & INFRASTRUCTURE LIMITED

CIN: L45203MH2008PLC178061
Registered Office : Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai – 400 020

ATTENDANCE SLIP

(Please fill and hand it over at the entrance of the Meeting Hall)

I hereby record my presence at the 10th Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400 001.

DP ID No. *		Client ID *	
Folio No.		No. of Shares	

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	180810019

Notes:

1. Please read the instructions printed in Note No. (l) to the Notice of 10th Annual General Meeting dated **August 7, 2018.** The Voting period starts from **Monday, 24.09.2018 at 9:00 am** and end on **Wednesday, 26.09.2018 at 5:00 pm.** The voting module shall be disabled by CDSL for voting thereafter..
2. The Shareholders holding Shares in physical form and not having PAN are requested to refer address sticker to get e-voting sequence no. and password.

Name and Address of the Member:

Signature of Member or Proxy or Representative

* Applicable for investors holding shares in electronic form.

ROUTE MAP TO THE VENUE OF AGM

