



81st Annual Report  
2015~16  
(15 Months)

**KESAR ENTERPRISES LIMITED**



## CONTENTS

Company Information.....	1
Notice .....	2
Directors' Report .....	10
Management Discussion and Analysis Report .....	27
Corporate Governance Report .....	29
Independent Auditors' Report.....	40
Balance Sheet .....	44
Statement of Profit & Loss .....	45
Significant Accounting Policies .....	46
Notes to Financial Statements .....	50
Cash Flow Statement.....	71
Statement of figures from Season 2000-01 to 2015-16 (15 Months) .....	72
Financial Statistics from 2005-06 to 2015-16.....	73
Proxy Form.....	75

# **KESAR ENTERPRISES LIMITED**

(Incorporated under the Indian Companies Act VII of 1913)

CIN: L24116MH1933PLC001996

## **COMPANY INFORMATION**

### **BOARD OF DIRECTORS**

H R KILACHAND (Chairman & Managing Director)  
A S RUIA (Independent Director – upto 29.4.2016)  
AJEET PRASAD (Independent Director – Expired on 23.3.2016)  
PRAKASH DUBEY (Independent Director)  
P NAYAK (Nominee Director – GIC upto 15.5.2015)  
D J SHAH (Director & Company Secretary)  
M A KUVADIA (Independent Director – w.e.f. 11.7.2016)

**CHIEF FINANCIAL OFFICER (CFO)** ROHIT BALU

### **BANKERS**

Allahabad Bank  
Uttar Pradesh Co-operative Bank Limited  
UCO Bank

### **AUDITORS**

M/s. Haribhakti & Co. LLP, Chartered Accountants

### **SUGAR FACTORY, SPIRITS AND POWER PLANT**

Baheri, Dist. Bareilly, U.P.

### **REGISTERED OFFICE**

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

### **REGISTRAR & TRANSFER AGENTS**

SHAREX DYNAMIC (INDIA) PVT. LTD.  
Unit No.1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (East), Mumbai - 400 072

### **AUDIT COMMITTEE MEMBERS**

A S RUIA (Chairman - upto 29.4.2016)  
AJEET PRASAD (Expired on 23.3.2016)  
PRAKASH DUBEY (Independent Director - Chairman w.e.f. 25.5.2016)  
H R KILACHAND (Chairman & Managing Director  
Member w.e.f. 11.7.2016)  
M A KUVADIA (Independent Director –  
Member w.e.f. 11.7.2016)

# Annual Report 2015-2016 (15 Months)

## NOTICE

**NOTICE** is hereby given that the 81st Annual General Meeting of the Members of KESAR ENTERPRISES LTD. will be held on Thursday, 11th August, 2016 at 11:00 a.m. at M C Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001 to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet for the 15 months period as at 31st March, 2016 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri D J Shah [DIN 03095028], who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any modifications or re-enactment thereof for the time being in force) and the Rules framed thereunder and as recommended by the Audit Committee, M/s. Haribhakti & Co. LLP, Chartered Accountants (Registration No.103523W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 4th consecutive AGM of the Company to be held in the calendar 2019 (subject to ratification of Appointment by the Members at every AGM held after this AGM) on a remuneration of Rs.6,50,000/- plus reimbursement of travelling and other out of pocket expenses incurred by them in performance of their duties."

## **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 the SEBI (LODR) Regulations and as per Article 89 of the Articles of Association of the Company, Shri Mahesh Ambalal Kuvadia (DIN: 07195042) who was appointed as an Additional Director by the Board of Directors on 11.7.2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri Mahesh Ambalal Kuvadia as candidate for the office of Director, 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 11.7.2016 up to the conclusion of the 86th Annual General Meeting of the Company, not liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force), the appointment and payment of remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses to M/s. R M Bansal & Co., Cost Accountant, Kanpur (Registration No.000022) as Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors to conduct the audit of the Cost Records of the Company relating to Sugar & Industrial Alcohol and Electricity for the year ending 31st March, 2017, be and is hereby ratified by the Members."

**"RESOLVED FURTHER THAT** Shri D J Shah, Director & Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of prescribed forms with the Registrar of Companies."

6. To consider and if thought fit, to pass, with or without modifications, the following resolutions 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 and 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 be and is hereby granted for reappointment of Shri H R Kilachand as a Whole-Time Director designated as "Chairman & Managing Director" of the Company, entrusted with substantial powers of the management, for a period of 3 years from 14.8.2016 to 13.8.2019, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

**I. Salary:**

Salary of Rs.2,50,000/- per month or Rs.30,00,000/- per annum or the salary as revised by the Board, in the event of any higher limit as revised from time to time under the Act, inclusive of Perquisites as Remuneration as per Schedule V.

**II. Perquisites:**

Shri H R Kilachand would be entitled to the following perquisites, which shall form part of the above mentioned Salary:

- i House Rent Allowance @ 60% of the Salary.
- ii Medical reimbursement upto the limit under the Income Tax Act.
- iii Leave and Leave accumulation as per rules of the Company.
- iv Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.
- v Mediclaim and Personal accident insurance premium as per rules of the Company.
- vi Club Membership Fees for 2 clubs
- vii The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business, the expenditure on which shall not be considered as perquisite.
- viii The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company.

He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.
- ii. Gratuity @ not exceeding 15 days salary for each completed year of service.
- iii. Encashment of accumulated leave at the end of the tenure.

He would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

No sitting fees would be paid to him for attending the Board / Committee Meetings.

**"RESOLVED FURTHER THAT** the aforesaid remuneration would nevertheless be paid and allowed to Shri H R Kilachand as the minimum remuneration, within the overall ceiling limits specified in Schedule V to the Companies Act, 2013 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 might have made no profits or its profits might be inadequate."

**"RESOLVED FURTHER THAT** Shri H R Kilachand would not be regarded as a Director liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Registered Office:**

Oriental House,  
7, Jamshedji Tata Road,  
Churchgate, Mumbai 400 020  
11th July, 2016

**By Order of the Board of Directors**

**D J SHAH**  
**Director & Company Secretary**  
DIN: 03095028

**Notes:**

- a) A member, entitled to attend and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a Member. The instrument appointing a proxy should 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 for not exceeding 50 Members 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 Member.

# Annual Report 2015-2016 (15 Months)

- b) The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, 4th August, 2016** to **Thursday, 11th August, 2016** (both days inclusive) for the purpose of Annual General Meeting. The Shareholders are requested to inform of change in address, if any, at the earliest.
- c) The Unclaimed Dividends upto the financial year 2007-08, have been transferred to the Investor Education and Protection Fund (Fund) set up by the Central Government pursuant to Section 125 of the Companies Act, 2013. The unclaimed Dividend for the year 2008-09 will be transferred to the Fund on or before 27.1.2017.
- d) The Members may lodge their shares for transfer / transmission with the office of M/s. Sharex Dynamic (India) Pvt. Ltd., the Registrar and Transfer Agents at their office at Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai 400072 or with the Company.
- e) 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.
- f) 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.
- g) 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.
- h) Members / Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
- i) 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.
- j) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India (GOI), 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 MCA, the Notice of 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. The 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 serving by electronic mode the notice/documents as a part of the Green Initiative in Corporate Governance. The said information / request can be sent by members to M/s. Sharex Dynamic (India) Pvt. Ltd., the Registrar and Transfer Agents through email id **sharexindia@vsnl.com** or the Company's email id **djs@kesarindia.com**.
- k) Brief resume of Shri D J Shah, the retiring Director, is provided in the Corporate Governance Report forming part of the Annual Report.

## **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 81st 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, 8.8.2016 at 00:01 hrs.** and end on **Wednesday, 10.8.2016 at 23:59 hrs.** During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of 4.8.2016**, 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
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>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.</li> </ul>
	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Date of Birth (DOB)</b>	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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)</li> </ul>

(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** for **Kesar Enterprises 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 out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.

(xvii) If Demat account holder has forgotten the same 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.

(xiv) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI 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.

# Annual Report 2015-2016 (15 Months)

- The list of accounts 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.
- (xx) 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 **helpdesk.evoting@cdslindia.com**.
- (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 of 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.
- xxi) The Results declared at the AGM of the Company along with the Scrutinizer’s Report shall be placed on the Company’s website **www.kesarindia.com** and on the website of CDSL within 3 (three) 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 as required under Section 102 of the Companies Act, 2013

#### Items No.4: Appointment of Shri Mahesh Ambalal Kuvadia as an Independent Director of the Company

The present strength of the Board of Directors of the Company has fallen to three (3) consisting of one (1) Executive Director; one (1) Whole-Time Director and one (1) Independent Director. Shri Ajeet Prasad, Independent Director expired on 23.3.2016. Shri A S Ruia Independent Director resigned as Director w.e.f. 29.4.2016. Thus, the number of Non-Executive/ Independent Directors has fallen below the minimum number as required under Rule 17 of the SEBI (LODR) Regulations 2015. It is therefore proposed to appoint Shri Mahesh Ambalal Kuvadia as an Independent Director of the Company for a 1st term of 5 years from the date of his appointment.

In terms of Articles 89 of the Articles of Association of the Company, Shri Mahesh Kuvadia was appointed as an Additional Director on 11.7.2016 and his term expires at this Annual General Meeting. Shri Kuvadia is 63 years of age. He is B.Com, LLB, FCS by qualification. He had a steady career growth with Government of India in its various Departments over a period of 36 years. He retired as Regional Director, Ministry of Corporate Affairs (MCA), equivalent to Joint Secretary to Government of India where he worked as Registrar of Companies, Official Liquidator and held other eminent positions. Shri Kuvadia was on the Boards of Ahmedabad, Rajkot and Vadodara Stock Exchanges as the Nominee Director representing Government of India. He has also represented the Ministry as a Member of “Frauds Committee” at United Kingdom. His insightful articles have appeared in various journals and monthly bulletins of ICSI. He has also been a regular speaker on topics of corporate sector at FICCI, Assocham, ICSI, ICAI, ICWAI and other industry forums.

#### A brief profile of Shri M A Kuvadia is as under:

DIN	07195042
Birth Date	1.11.1953
Nationality	Indian
Board Appointment	11.7.2016
Qualification	B.Com, LLB, FCS
Experience	He has vast experience with the Government of India in various Departments over the last 36 years. He retired as Regional Director, Ministry of Corporate Affairs (MCA). Shri Kuvadia has also served on the Boards of Ahmedabad, Rajkot and Vadodara Stock Exchanges as a Nominee Director of Government of India. He has also represented the Ministry as a member of “Frauds Committee” at United Kingdom.
Relationship	Independent Director
Shareholding	--
Relationship with other Director	--
List of other Directorship	Krishant Multitrade Private Limited Kapstone Constructions Private Limited



As per Section 152(5) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Qualification of Directors) Rules, 2014, Shri Kuvadia has given his consent in Form DIR-2. In the opinion of the Board, he fulfils the conditions specified under the Act.

As per Section 149(7) of the Companies Act, 2013, Shri Kuvadia has given a declaration that he meets with the criteria of independence as provided in sub-section (6).

As per Section 164 of the Companies Act, 2013, read with Rule 14 of the Companies (Appointment & Qualification of Directors) Rule, 2014, Shri Kuvadia has informed the Company in Form DIR-8 that he is not disqualified under Section 164(2).

As per Section 184 read with Rule 9 of Companies (Meeting of Board & its Powers) Rules, 2014, Shri Kuvadia has disclosed his concern or interest in other Company or Firm, or other Association of Individuals including the Shareholding in Form MBP-1.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing appointment of Shri M A Kuvadia.

None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the this resolution.

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

#### **Items No.5 Appointment/ Remuneration of M/s. R M Bansal & Co. as Cost Auditor**

Pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment of and remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Shareholders of the Company.

The Board, on the recommendations of the Audit Committee, has approved the appointment and payment of remuneration of Rs.50,000/- (Rs. 85000/- for previous 15 months) to M/s. R M Bansal & Co., Cost Accountant, Kanpur (Regn. No.000022), as Cost Auditor for conducting cost audit of the cost records of the Company relating to Sugar & Industrial Alcohol and Electricity for the year ending 31st March, 2017.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution as set out at Item No.5 of the Notice for your approval.

#### **Item No.6: Reappointment of Shri H R Kilachand as Chairman & Managing Director**

The last reappointment of Shri H R Kilachand as Chairman & Managing Director was made at the 79th Annual General Meeting held on 8.10.2013 for a period of 3 years with effect from 14.8.2013 to 13.8.2016, on a remuneration by way of Salary Rs.3,00,000/- per month plus perquisites in accordance with Schedule XIII to the Companies Act, 1956. Shri H R Kilachand was also reappointed on 11.7.2013 by the Members of Kesar Terminals & Infrastructure Ltd. [KTIL] as Whole-Time Director designated as "Executive Chairman" of KTIL, on a remuneration as per Schedule XIII to the Companies Act, 1956. He was drawing his remuneration of KTIL part only and had stopped drawing from the Company voluntarily since March, 2014 in view of the heavy losses suffered by the Company for the last few years.

Shri Kilachand had resigned from KTIL on 29.4.2016 as Executive Chairman for his personal reasons. Since then, he is an Executive Director of the Company (KEL) only, though he is not drawing any remuneration from the Company voluntarily since March 2016.

The existing term of appointment of Shri H R Kilachand as Chairman & Managing Director is up to 13.8.2016, which requires his reappointment on or before 13.8.2016 on such remuneration as may be approved by the Nomination & Remuneration Committee. Since, there was no quorum of the Nomination & Remuneration Committee, the Board has made his reappointment.

Pursuant to Section 196 of the Act, he is proposed to be reappointed as the Managing Director designated as Chairman & Managing Director. As per Section 197 read with Schedule V, his reappointment has to be made on the terms & conditions as approved by the Board, subject to approval of the Members of the Company at the ensuing Annual General Meeting and also subject to approval of the Central Government, if required.

Since the Company has made a loss in the previous financial year, the Company can pay remuneration within the ceiling limit calculated on the basis of Effective Capital of Company. The present Effective Capital of Company is negative, therefore, the maximum limit of remuneration can be paid is Rs.2.50 lac per month or Rs.30 lac per annum.

# Annual Report 2015-2016 (15 Months)

The Company has made default in repayment of its debts for a continuous period of (30) thirty days in the preceding financial year. Hence, the Company may have to obtain approval of the Central Government.

While considering, the Board has taken into account relevant provisions of the Companies Act, 2013, financial position of the Company, trend in the Industry, his qualification, experience, past performance, past remuneration, etc. and brought about objectivity in determining his remuneration package while striking a balance between the interest of the Company and the Shareholders.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing reappointment of Shri H R Kilachand.

## A brief profile of Shri H R Kilachand is as under:

DIN	00294835
Birth Date	4.5.1960
Nationality	Indian
Board Appointment	14.8.1997
Qualification	B.Com. from University of Bombay and C.B.M. & P.D.B.M., U.S.A.
Experience	He joined the Company on 8.8.1985 as "Executive". He was entrusted with the duties of Administration & Co-ordination work of the Company and also to plan & supervise projects for modernisation and expansion of Company's activities. He contributed a lot in his first decade towards the growth of the Company. He had efficiently carried out the duties entrusted to him, including completion of the expansion & modernisation of Sugar Factory, Distillery, ENA & IMFL Plants and also a Second Storage Terminal at Kandla.  On 6.3.1997, he was appointed as a "Joint Managing Director". Subsequently, after the death of his father, w.e.f. 14.8.1997 he has been working as Chairman & Managing Director of the Company.
Relationship	Key Managerial Personnel
Shareholding	5,56,352 (6.45%) Shares Equity Shares
Relationship with other Director	-
List of other Directorship	India Carat Private Limited Kilachand Devchand And Company Private Limited Seel Investment Private Limited Kilachand Devchand Commercial Private Limited

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

I	General Information	
1	Nature of industry	Sugar Industry
2	Date or expected date of commencement of commercial production	16th October, 1933
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
4	Financial performance based on given indicators as per audited financial results for 15 Months period ended 31.3.2016 Turnover & Other Income Net Loss as per Profit & Loss Account Profit as computed under Section 309 (5) read with Section 198 of the Companies Act, 1956 Net worth	Rs.31,959.39 Lac Rs. 5,322.22 Lac (Rs.15,804.60 Lac)
5	Foreign investments or collaborations, if any.	-