

Annual Report 2021-2022

Notice of 87th Annual General Meeting

NOTICE is hereby given that the 87th Annual General Meeting of the Members of **KESAR ENTERPRISES LIMITED** will be held on **Tuesday, 20th September, 2022 at 3.00 p.m.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2022 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 Harsh R Kilachand (DIN: 00294835), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Revision in Fee of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Audit Committee and the Board of Directors of the Company, audit fee of M/s. V.C. Shah & Co., Chartered Accountants (Firm Registration No. 109818W), who were appointed as Statutory Auditors of the Company at 85th Annual General Meeting (AGM) of the Company held on 11.09.2020 to hold office for a term of five (5) consecutive years, from the conclusion of the 85th AGM till the conclusion of the 90th AGM of the Company to be held in the calendar year 2025, at an original fee of ₹ 8,50,000 per annum (excluding statutory levies and out-of-pocket expenses, if any), which was revised to ₹10,00,000 per annum from Financial Year 2021-22 onwards by the Shareholders at 86th AGM, be and is hereby further revised to ₹ 12,50,000 (Rupees Twelve Lakhs Fifty Thousand only) per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2022-23 onwards.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

4. Ratification of Remuneration to Cost Auditor for Financial Year 2022-23

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

“RESOLVED THAT pursuant to the provisions of Section 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) and as recommended by the Audit Committee and approved by the Board of Directors, the payment of remuneration of ₹ 1,05,000/- (Rupees One Lakh Five Thousand Only) plus GST as applicable and reimbursement of actual travel and out of pocket expenses to Shri Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration No.000022), to conduct the audit of the Cost Records of the Company relating to Sugar, Industrial Alcohol and Electricity divisions for the year ending 31st March, 2023, be and is hereby ratified.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

5. Re-Appointment of Shri Harsh R Kilachand as a Whole-Time Director designated as Chairman & Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to re-appoint Shri Harsh R Kilachand (DIN: 00294835), as a Whole-Time Director designated as “Chairman & Managing Director” of the Company, entrusted with substantial powers of Management, for a period of 3 years with effect from 14.08.2022 on such

terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.”

“**RESOLVED FURTHER THAT** Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

6. Appointment of Shri D J Shah as Non-Executive Non-Independent Director

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri D J Shah (DIN: 03095028), who was appointed as an Additional Director (In the category of Non-Executive Non-Independent Director) of the Company by the Board of Directors with effect from 12th August, 2022 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.”

“**RESOLVED FURTHER THAT** Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

Registered Office:

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

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
General Manager (Legal)
Membership No. ACS 19509

17th August, 2022

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, Circular no. 21/2021 dated December 14, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2022 dated May 05, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Covid-19 pandemic”, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID-19 pandemic” and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “SEBI Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue of the AGM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with

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the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.kesarindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited (**Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM**) i.e. <https://instavote.linkintime.co.in>. A member, who wishes to obtain hard copy of the Annual Report, may send a request in this regard, to the Company at headoffice@kesarindia.com or to the Company's Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 2 and the Special Business to be transacted at AGM is annexed to this Notice as **Annexure 'A'**.
4. Relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM are also annexed to this Notice as **Annexure 'B'**.
5. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the AGM will be held through VC / OAVM, the Route Map is not also annexed to this Notice.
7. Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, September 13, 2022 to Tuesday, September 20, 2022** (both days inclusive) for the purpose of AGM.
8. 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.:
 - (a) **For shares held in dematerialized form:** to their Depository Participants (DPs);
 - (b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to **SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated November 3, 2021 read with clarification vide Circular No. **SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687** dated December 14, 2021, which provides for Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. The Company has sent letters to members, pursuant to the said circular. The said circulars and forms prescribed under the said circulars are available on the Company's website i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/> .
9. 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 dematerialized 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, Members 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 i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/>. Members may note that any such service request can be processed only after the folio is KYC Compliant in terms of SEBI Circulars referred to in para 8 above.
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this requirement and also in order to eliminate risks associated with holding shares in physical form, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agent, for assistance in this regard.
11. The Unclaimed Dividend up to the Financial Year 2010-11 have been transferred to the Investor Education and Protection Fund set up by the Central Government pursuant to Section 125 of the Companies Act, 2013. The Company has not declared any dividend after the Financial Year 2010-11.

12. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote at AGM.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Any person, whose name appears in the Register of Member/ list of Beneficial Owners as on Cut-off date specified in this Notice, shall be entitled to vote by way of voting through remote e-voting or e-voting system at AGM on the items/ Resolutions set forth in this Notice. Process for e-voting is provided in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

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.

The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

15. Any person, who acquires shares of the Company and becomes 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 following the instructions provided under Note No. 20.
16. Ms. Ragini Chokshi, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
17. 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 48 hours of 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 in writing, who shall countersign the same.
18. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.kesarindia.com and on the website of Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
19. Members seeking any information/desirous of asking any questions at the AGM with regard to the accounts or any matter to be placed at the Meeting may send email to the Company at headoffice@kesarindia.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

20. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules, 2014, the provisions of Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) or e-voting during the AGM, at Link Intime India Pvt. Ltd.'s e-voting platform. Members are provided with facility to attend the AGM through VC/OAVM facility provided by Link Intime India Pvt. Ltd.

The remote e-voting period will begin on **Friday, 16th September, 2022 (09.00 a.m. IST)** and end on **Monday, 19th September, 2022 (05.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on Tuesday, 13th September, 2022 (the cut-off date)**, may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Pvt. Ltd. (LINKINTIME / LIPL) for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 AGM.

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Detailed Instructions for casting votes through e-voting system and attending the AGM through VC/OAVM are as follows:

I. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual shareholders holding securities in dematerialized mode can register directly with the depository or will have the option of accessing various e-voting service providers' (ESPs) portals directly from their demat accounts.

A. Login method for Individual Shareholders holding securities in Dematerialized Mode:

1. **Individual Shareholders holding securities in dematerialized mode with NSDL:**

- a) 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.
- b) 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>.
- c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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.

2. **Individual Shareholders holding securities in dematerialized mode with CDSL:**

- a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. **LINKINTIME**. Click on **LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. **LINKINTIME**. Click on **LINKINTIME** and you will be redirected to "**InstaVote**" website for casting your vote during the remote e-Voting period.

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. Upon logging in, you will be able to see e-Voting option. 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 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.

B. Login method for Individual shareholders holding securities in physical mode:

Individual Shareholders of the company, holding shares in physical form 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.
 - 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/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
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/ 49186270.

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Helpdesk for Individual Shareholders holding securities in dematerialized 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022- 23058542-43.

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.

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”.

II. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET & VOTING DURING MEETING:

Instructions for Attending Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - 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).

Please refer to the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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

1. Shareholders who would like to speak during the meeting must register themselves as Speaker by sending the request from their registered email id to headoffice@kesarindia.com from **Monday, 12th September, 2022 (9:00 a.m. IST) to Thursday, 15th September, 2022 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive **“speaking serial number”** once they mark attendance for the meeting.
4. Other shareholders 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.

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/ moderator 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’.
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

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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.

Annexure

Guidelines to attend the AGM proceedings at InstaMEET:

For a smooth experience of viewing the AGM proceedings at 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:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
- Or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

ANNEXURE 'A'

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circulars issued thereunder

Item No. 2 – Appointment of Shri Harsh R Kilachand as Director, who retires by rotation at this 87th Annual General Meeting (AGM)

Pursuant to Section 152 of the Companies Act, 2013, Shri Harsh R Kilachand, Chairman & Managing Director, shall retire by rotation at this AGM and he being eligible, has offered himself for re-appointment.

Details of Shri Harsh R Kilachand required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in **Annexure 'B'** to this Notice.

Shri Harsh R Kilachand is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. The relatives of Shri Harsh R Kilachand may be deemed to be interested in the resolution set out at Item No. 2 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 their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by members.

Item No. 3 –Revision in Fee of Statutory Auditors

Members may kindly recall that based on recommendation of Audit Committee and the Board of Directors, M/s. V. C. Shah & Co., Chartered Accountants were appointed as Statutory Auditors of the Company by the Members at 85th Annual General Meeting (AGM) held on 11th September, 2020 to hold office for a term of five (5) consecutive years, from the conclusion of 85th AGM till the conclusion of the 90th AGM to be held in the calendar year 2025, at a fee of ₹ 8,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any). The said fee was revised to ₹ 10,00,000/- (excluding statutory levies and out-of-pocket expenses, if any) from Financial Year 2021-22 onwards, by members at 86th Annual General Meeting held in the year 2021.

In view of enhanced reporting requirements as per new Companies (Auditor's Report) Order, 2020 by Statutory Auditors, the Audit committee, at its meeting held on 25th July, 2022, considered further revision in the fee of statutory Auditors. The Audit Committee, after due consideration, recommended to the Board of Directors, revision in fee of Statutory Auditors from existing fee of ₹ 10,00,000/- per annum to ₹ 12,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2022-23 onwards. Based on the recommendation of the Audit Committee, the Board of Directors have approved the proposal to revise fee of Statutory Auditors to ₹ 12,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2022-23 onwards, subject to approval by Members at this 87th Annual General Meeting by way of an ordinary resolution.

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

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by members.

Item No. 4 – Ratification of Remuneration to Cost Auditor for Financial Year 2022-23

The Board of Directors, on the recommendation of the Audit Committee, have approved the appointment and payment of remuneration of ₹ 1,05,000/- (₹ 90000/- for previous year) to Shri Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration. No.000022), for conducting audit of the cost records of the Company relating to Sugar, Industrial Alcohol and Electricity divisions for the financial year ending 31st March, 2023.

Pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Shri Rishi Mohan Bansal, Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by members of the Company at this AGM by way of an ordinary resolution.

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

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

Item No. 5 – Re-Appointment of Shri Harsh R Kilachand as a Whole-Time Director designated as Chairman & Managing Director

Shri Harsh R Kilachand was re-appointed 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 14th August, 2019 to 13th August, 2022, by members at their 84th Annual General Meeting held on 20th September, 2019. The Board of Directors of the Company, at their meeting held on 25th July, 2022, have, subject to approval of members, re-appointed Shri Harsh 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 14th August, 2022 to 13th August, 2025, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board (the "NRC") and approved by the Board of Directors.

Members' approval is being sought for the re-appointment of and remuneration payable to Shri Harsh R Kilachand as Whole-time Director, designated as "Chairman & Managing Director" of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Harsh R Kilachand are as under:

(a) Salary, Perquisites and Allowances per annum:

Salary, Perquisites, Allowances including incentives shall be in the range of ₹ 12 Lakhs to ₹ 1.44 Crores per annum. Annual increments shall be as recommended by the NRC and approved by the Board of Directors.

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house

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rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Shri Harsh R Kilachand shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits payable to him will be determined by the NRC for each financial year and approved by the Board of Directors.

(d) Reimbursement of Expenses:

Shri Harsh R Kilachand shall also be entitled to reimbursement of expenses incurred by him in performance of his duties as a Whole-Time Director of the Company and the same shall not be considered as perquisites.

Members may kindly note that overall remuneration payable to Shri Harsh R Kilachand every financial year, shall not exceed in aggregate, 5% (five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof. Further, while making payment of remuneration to Shri Kilachand, the Company shall also comply with the Regulation 17 and other applicable provisions of SEBI Listing Regulations.

Further, the payment of above remuneration shall also be subject to the provisions of Section V of Part II to Schedule V to the Companies Act, 2013. Accordingly, Shri Harsh R Kilachand shall be entitled to draw remuneration from the Company and/or from M/s. Kesar Terminals & Infrastructure Limited (KTIL) in which Shri Kilachand is appointed as Executive Chairman, 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 and that the amount of remuneration to be paid by each Company will be decided by the Board of Directors of both the Companies from time to time considering the higher maximum limit admissible from any one of the Companies.

Members may also note that Shri Harsh R Kilachand has not drawn any remuneration from the Company during past many years, in view of losses by the Company. The proposed remuneration is commensurate with the size and complexity of the business of the Company.

(e) Other Terms of Re-appointment:

- (i) Shri Harsh R Kilachand shall perform such duties as shall, from time to time, be entrusted to him by the Board and he shall perform such duties, subject to superintendence, guidance and control of the Board.
- (ii) Shri Kilachand shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- (iii) Shri Kilachand shall adhere to the Company's Code of Conduct and shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving, 3 (three) months' prior notice in writing.

The above may be treated as a written memorandum setting out the terms and conditions of re-appointment of Shri Harsh R Kilachand under Section 190 of the Companies Act, 2013.

Members may note that Shri Harsh R Kilachand satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Shri Harsh R Kilachand required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in **Annexure 'B'** to this Notice.

Shri Harsh R Kilachand is interested in the resolution set out at Item No.5 of the Notice with regard to his re-appointment. The relatives of Shri Harsh R Kilachand may be deemed to be interested in the resolution set out at Item No.5 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 their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by members.

Item No. 6 – Appointment of Shri D J Shah as Non-Executive Non-Independent Director

Shri D J Shah was appointed as an Additional Director in the category of Non-Executive Non-Independent Director, by the Board of Directors at its meeting held on 11th August, 2022 w.e.f. 12th August, 2022, on the basis of recommendation of the Nomination & Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013. His term of appointment is up to the date of this annual general meeting. He is 67 years of age.

Shri D J Shah is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri D J Shah for the office of a Director of the Company.

In the opinion of the Board, Shri D J Shah fulfils all the conditions for his appointment as a Non-Executive Non-Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations and considering the experience and knowledge, his appointment as Non-Executive Director shall be beneficial to the Company.

Members may note that Shri D J Shah was employed in the Company as Senior Vice President (Legal) & Company Secretary until 13th November, 2020, when he retired. Upon his retirement, he was engaged by the Company as consultant, to advise the Company on various compliance and legal matters in professional capacity. He continues to be engaged by the Company as Consultant at a monthly consultancy fee of ₹ 2.12 Lakhs plus reimbursement of expenses incurred by him in performing his duties as consultant. As his consultancy services fall within proviso to Section 197(4) of the Companies Act, 2013 in the opinion of Nomination and Remuneration Committee as well as the Board, monthly consultancy fee paid by the Company will not form part of his remuneration payable to him as Director under Section 197 of the Companies Act, 2013. However, Audit Committee has approved payment of monthly consultancy fee to Shri Shah (being a related party to the Company upon his appointment as a Non-Executive Director) under Section 177 of the Companies Act, 2013. While the engagement of Shri Shah as consultant is in ordinary course of business and at arm's length, the Board of Directors have also considered and provided approval to continuation of engagement of Shri Shah as consultant under Section 188 of the Companies Act, 2013, as a matter of good governance practice. As the said transaction of engagement as consultant does not breach materiality limit, no approval of members is required in this regard.

As a Non-Executive Director, Shri D J Shah will be entitled to receive sitting fee for attending meetings of the Board and Committee (s) thereof, of which he may be appointed as member by the Board or for any other purpose, as approved by the Board of Directors from time to time.

Details of Shri D J Shah required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in **Annexure 'B'** to this Notice.

Shri D J Shah is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. The relatives of Shri D J Shah may be deemed to be interested in the resolution set out at Item No. 6 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 their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by members.

Registered Office:

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

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
General Manager (Legal)
Membership No. ACS 19509

17th August, 2022

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ANNEXURE 'B'

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

I. Shri Harsh R Kilachand	
Date of Birth (Age)	4 th May, 1960 (62 years)
Nationality	Indian
Qualification	B.Com. from University of Bombay, C.B.M. & P.G.D.B.M. from U.S.A.
Experience (including expertise in specific functional area) / Brief Resume	<p>Shri Kilachand had joined the Company on 8.8.1985 as "Executive". He was entrusted with the duties of Administration & Co-ordination work and also to plan & supervise projects for modernization and expansion of the 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 & modernization of Sugar Factory, Distillery, ENA & IMFL Plants, the Power Plant for Cogeneration and also a Second Storage Terminal at Kandla.</p> <p>Presently, he is also the Executive Chairman of Kesar Terminals and Infrastructure Limited.</p>
Terms and Conditions of Re-appointment	<p>As per the resolution set out at Item No. 2 of this Notice, Shri Kilachand will retire by rotation at this Annual General meeting and being eligible, he has offered himself for re-appointment.</p> <p>As per the resolution set out at Item No. 5 of this Notice, Shri Kilachand is proposed to be re-appointed 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 14th August, 2022 to 13th August, 2025.</p>
Remuneration last drawn (FY 2021-22)	Shri Kilachand did not draw any remuneration during F. Y. 2021-22.
Remuneration proposed to be paid	Details of Proposed Remuneration are provided under Annexure A i.e. Explanatory Statement to Item No. 5.
Date of first appointment on the Board	14 th August, 2010
Shareholding in the Company as on 31 st March, 2022	5,73,976 (5.69%) Equity Shares
Relationship with other Director (s) and Key Managerial Personnel	NIL
Number of Meetings of the Board attended during the financial year 2021-22	4 out of 4 meetings held
Directorships of Other Boards as on 31 st March, 2022	<ul style="list-style-type: none"> • Kesar Terminals & Infrastructure Limited (<i>Listed Company</i>) • Kesar Multimodal Logistics Limited • Seel Investment Private Limited • Kesar Corporation Private Limited • Indian Commercial Co. Private Limited • Kilachand Devchand & Company Private Limited

Membership/ Chairmanship of Committees of other Boards as on 31st March, 2022	Kesar Terminals & Infrastructure Limited <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholders’ Relationship Committee – Member • Corporate Social Responsibility Committee – Member • Nomination and Remuneration Committee – Member • Share Transfer Committee / Authorised Persons- Chairman Kesar Multimodal Logistics Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Share Transfer Committee / Authorised Persons- Chairman
Listed entities from which the Director has resigned in the past three years (as on 31st March, 2022)	Nil

II. Shri D J Shah	
Date of Birth (Age)	12 th July, 1955 (67 years)
Nationality	Indian
Qualification	B.Com., Fellow Company Secretary (FCS), Diploma in Financial Management (DFM)
Experience (including expertise in specific functional area) / Brief Resume	Shri D J Shah had joined the Company on 23 rd December, 1993. He retired from the Company as Sr. Vice President (Legal) and Company Secretary on 13 th November, 2020. He has overall 40+ years of experience including vast experience in Secretarial, Legal, Administration & Personnel functions.
Terms and Conditions of appointment	As per the resolution set out at Item No. 6 of this Notice, Shri D J Shah is proposed to be appointed as Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration last drawn (FY 2021-22)	N.A.
Remuneration proposed to be paid	Shri D J Shah will be entitled to receive sitting fee for attending meetings of the Board and Committee (s) thereof, of which he may be appointed as member by the Board or for any other purpose, as approved by the Board of Directors from time to time.
Date of first appointment on the Board	Shri D J Shah was appointed by the Board as a Whole Time Director designated as “Director & Company Secretary” for a period of 3 years w.e.f. 27 th January, 2015 and continued as Whole Time Director till 30 th April, 2018.
Shareholding in the Company as on 31st March, 2022	500 Equity Shares
Relationship with other Director (s) and Key Managerial Personnel	Nil
Number of Meetings of the Board attended during the financial year 2021-22	N.A.
Directorships of Other Boards as on 31st March, 2022	Nil
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2022	Nil
Listed entities from which the Director has resigned in the past three years (as on 31st March, 2022)	Nil

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

By Order of the Board of Directors

17th August, 2022

Gaurav Sharma
Company Secretary &
General Manager (Legal)
Membership No. ACS 19509