



KESAR ENTERPRISES LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020, India. Website : <http://www.kesarindia.com>
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CIN : L24116MH1933PLC001996

31st July, 2017

To,

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

Sub: Annual Report

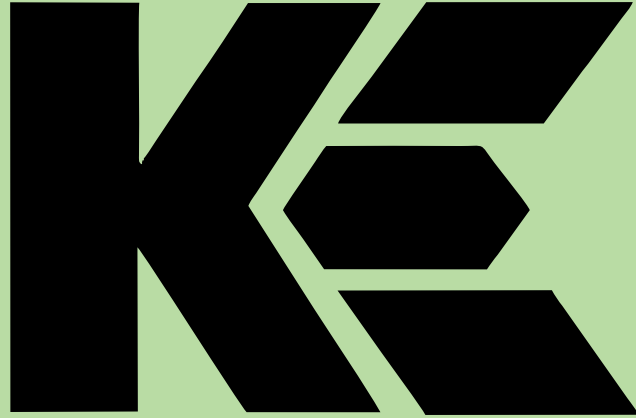
Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are forwarding herewith Annual Report of the Company for the Financial Year ended on 31.3.2017 approved and adopted in the Annual General Meeting of the Company held on Tuesday, 25th July, 2017 at 3:30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001.

Kindly put the same on your notice board for the information of the Members and Shareholders of the Company.

Thanking you,

Yours faithfully,
For **Kesar Enterprises Ltd.**

D J Shah
Director & Company Secretary
DIN: 03095028



82nd Annual Report
2016~17

KESAR ENTERPRISES LIMITED

KESAR ENTERPRISES LIMITED

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KE 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)
P N DUBEY (Independent Director)
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

Haribhakti & Co. LLP, Chartered Accountants

SUGAR FACTORY, SPIRITS AND POWER PLANT

Baheri, Dist. Bareilly, Uttar Pradesh.

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)
P N 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)

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NOTICE

NOTICE is hereby given that the **82nd** Annual General Meeting of the Members of **KESAR ENTERPRISES LTD.** will be held on **Tuesday, 25th July, 2017 at 3:30 p.m.** at the **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 as at 31st March, 2017 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 though fit, to pass with or without modifications 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 pursuant to the recommendation of the Audit Committee, the appointment made of Haribhakti & Co. LLP, Chartered Accountants (Registration No.103523W), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting of the Company to be held in the calendar year 2018, be and is hereby ratified on a remuneration of Rs.6,50,000/- plus service tax and to reimburse 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 resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, whereby a document may be sent to any member by the Company by post or by registered post or by speed post or by courier at the address registered with the Company or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member, the applicable fee in advance equivalent to the estimated actual expenses of delivery of the document, pursuant to any request made by the member for delivery of such document, through a particular mode of service mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the despatch of document by the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

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 modifications or re-enactments 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 Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration No. M/3323) 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, 2018, 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."

Registered Office:

Oriental House,
7, Jamshedji Tata Road,
Churchgate, Mumbai 400 020
19th May, 2017

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 another person as a proxy to attend and vote only on a poll instead of himself / herself and the proxy need not be a Member. The proxy shall not have the right to speak at the said meeting. 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.

- b) The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 18th July, 2017** to **Tuesday, 25th July, 2017** (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 2008-09, 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 2009-10 will be transferred to the Fund on or before 27.2.2018.
- d) The Members may lodge their shares for transfer / transmission with the office of 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 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 82nd 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:-

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- (i) The voting period will begin on **Friday, 21.7.2017 at 10:00 a.m.** and end on **Monday, 24.7.2017 at 5:00 p.m.** 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 18.7.2017**, 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)
	<ul style="list-style-type: none"> • 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.
	<ul style="list-style-type: none"> • 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 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 votes caste by clicking on **“Click here to print”** option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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. 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.
 - 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.
- (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) 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 – Posting of document to Shareholders under Section 20 of the Companies Act, 2013

As per the provisions of Section 20 of the Companies Act, 2013, a document may be sent to any Member by post or by registered post or by speed post or by courier or by electronic mode or any other modes as may be prescribed at the address registered with the Company. Further, a member may request for delivery of any document through a particular mode, on payment of the applicable fees in advance as may be determined by the shareholder at the Annual General Meeting.

Accordingly, it is proposed to seek approval of the Members to charge from the member, the applicable fee in advance, equivalent to the estimated actual expenses of delivery of the document.

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.4 of the Notice for your approval.

Items No.5 - Appointment/ Remuneration of Rishi Mohan Bansal 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.50,000/- for previous 15 months) to Rishi Mohan Bansal, Cost Accountant, Kanpur (Regn. No.M/3323), 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, 2018.

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.

Registered Office:

Oriental House,
7, Jamshedji Tata Road,
Churchgate, Mumbai 400 020
19th May, 2017

By Order of the Board of Directors

D J SHAH
Director & Company Secretary
DIN: 03095028

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DIRECTORS' REPORT

To
The Shareholders,
Kesar Enterprises Ltd.

Dear Members,

Your Directors present to you the 82nd Annual Report and audited Statement of Accounts for the year ended 31st March, 2017.

Alignment of Financial Year

As per Section 2(41) of the Companies Act, 2013, to follow a homogeneous Financial Year starting from 1st April to 31st March of the following year, the previous Financial Year of the Company was made for 15 months i.e. from 1.1.2015 to 31.3.2016. Hence, the Financial Year under review is for 12 months.

FINANCIAL RESULTS:

(Rs. in Lakh)

	2016-17 [12 Months] 1.4.2016 to 31.3.2017	2015-16 [15 Months] 1.1.2015 to 31.3.2016
Profit / (Loss) before interest, depreciation & taxation	6761.32	1,887.63
Less: Interest and Finance Charges.....	4033.26	4,210.33
Profit / (Loss) before Depreciation & taxation (Cash Loss).....	2728.06	(2,322.70)
Less: Depreciation.....	1897.64	2,582.51
Less: Taxation (Deferred Tax)	9.05	417.01
Profit / (Loss)	821.37	(5,322.22)

For the Financial Year 2016-17, there is a profit of Rs.821.37 lakh as against a loss of Rs.5,322.22 lakh in the previous year [15 months].

During the year under review, the Company has made a profit and the cash flow is positive. However, over the last few years, the Sugar Industry was facing severe difficulties on account of high sugar cane prices set by the State Government, lower sugar prices and consequential inadequate recovery of cost of production. These factors have adversely affected the Company's operations and financial performance. Hence, the entire net worth of the Company is eroded and its current liabilities are in excess of current assets.

In view of the above, your Directors have not recommended any dividend for the year 2016-17.

WORKING OF THE DIVISIONS

Sugar Division

The crushing for the Season 2016-17 started on 13.11.2016 i.e. 14 days earlier as compared to 27.11.2015 in the previous season and ended on 10.03.2017 as against 24.2.2016 i.e. 24 days later than the previous season.

During the season, the plant crushed 65.08 lakh quintals of sugarcane in 118 days as against 44.47 lakh quintals in 89 days in the previous season. Crushing was higher by 20.61 lakh quintals during this season due to better cane yield and more supply of sugarcane by the farmers due to timely cane price payment to the farmers. The sugar recovery overall was higher at 10.81% as against 10.19% in the previous season. This was due to our cane development programme of changing the varieties into early maturing high sugar canes. The production of sugar was higher at 7.04 lakh quintals as against 4.58 lakh quintals in the previous season.

For the Season 2016-17, the Central Government had announced a Fair & Remunerative Price [FRP] of sugarcane at Rs.230/- a quintal at a base recovery of 9.50%. The UP Government had announced a State Advised Price (SAP) of sugarcane of Rs.305/- (normal variety) a quintal as against Rs.280/- a quintal in the previous season. The said price was to be paid to the farmers within 14 days. The UP State Government has not extended any relief to the Sugar industry during the crushing season 2016-17 in view of better sugar realisations. Besides this, the Hon'ble High Court, in two different matters, has quashed the Orders of the Cane Commissioner / Government, through which the Society Commission was reduced / refunded and interest on late payment of cane price waived for the previous year. The industry has decided to take up these issues with the High Court and also through a SLP in the Supreme Court.

During the last few years, the cost of production in UP was the highest in the country, which rendered the UP Sugar Industry unviable, cash-starved and uncompetitive. There is an urgent need to rationalize the cane pricing policy in UP and adopt a

'linkage formula' as recommended by the Rangarajan Committee linking sugar cane price to sugar prices. The two major sugar producing States i.e. Maharashtra and Karnataka, who together contribute for almost 50% of the country's sugar production, have adopted and implemented the 'linkage formula' for determining cane price. It is understood that a team of senior officials from UP had visited Maharashtra and Karnataka to study their cane pricing system and have submitted their report to the State Government but no decision is taken till date in the matter. The U P Government had announced the formation of a high level Committee to determine a fair Sugarcane Pricing Policy. This is the only long term solution for stability & viability of the Sugar industry.

During the Season 2016-17, Molasses produced was 2.74 lakh quintals as against 2.10 lakh quintals the previous season 2015-16.

The UP Government had announced the Molasses Policy for 2016-17 (November-October), wherein the molasses reservation rate for the country liquor manufacturers had been retained at 25%. The Policy had been specifically formulated to help country liquor manufacturers, reserving a part of their total molasses production for the country liquor manufacturers at a rate, much lower than the market specified prices.

During the year under review, there has been an increase in sugar prices from the levels prevailing in December 2015. This has resulted in the Company generating operational profits for the quarter ended March 31, 2017. The industry outlook is also positive in the short term and long term with sugar prices expected to hold.

Power Division

During the Sugar Season 2016-17, the Plant started on 11.11.2016 as against 27.11.2015 and operated for 152 days as against 93 days, higher by 59 days than in the previous Season, due to higher crushing of sugarcane and purchase of additional alternate fuel. The Plant consumed 2.37 lakh MT of bagasse/alternate fuel to generate 1.21 lakh MW power as against 1.48 lakh MT of bagasse/alternate fuel to generate 0.69 lakh MW power in the previous Season. The total power exported to the grid was 0.91 lakh MW amounting to Rs.51.44 crore as against 0.49 lakh MW amounting to Rs.27.05 crore in the previous Season.

Spirits Division

During the year under review, the production of Rectified Spirit (RS) was nil as against 23.16 lakh bulk litres in 15 months period of the previous year. The production of Extra Neutral Alcohol (ENA) was nil as against 17.07 lakh bulk litres in 15 months period of the previous year. The quantity of Country Liquor supplied was nil as against 5.50 lakh cases in 15 months period of the previous year.

The Spirits Division was put out of operations as the Company is required to install multiple effect evaporation system to reduce the effluent volume as well as to do modifications in the Reverse Osmosis Plant & Bio-composting, which would enable the Distillery to become zero discharge compliant. As the Company does not have such capability, the Company has voluntarily taken a shut down for Distillery operations since October 2015. Hence, the Molasses was sold directly in the market.

SUBSEQUENT FINANCIAL YEAR 2017-18

Sugar Division

The crushing for the Season 2017-18 is expected to start in November 2017.

During the Financial Year 2017-18, there may be a steady increase in sugar prices. This may result into the Company generating operational profits gradually. The industry outlook is also positive in the short term and long term with sugar prices expected to be stable.

Power Division

The Cogen Power Plant is also planned to start in November 2017.

SHARE CAPITAL

The Paid up Share Capital as on 31.3.2017 was Rs.10.08 crore. During the year under review, the Company has not issued any shares.

BOARD MEETINGS

During the year 6 Board Meetings and 4 Audit Committee Meetings were held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

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DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, Shri A S Ruia resigned as Director of the Company with effect from 29.4.2016 due to personal reasons. The Board of Directors placed on record its sincere appreciation for the valuable support and guidance given by Shri A S Ruia to the Company during his tenure as Director of the Company.

On 18.8.2016, Shri Mahesh A Kuvadia was appointed as Independent Director of the Company by the Shareholders of the Company, for the 1st term of 5 years, and Shri H R Kilachand was reappointed as Managing Director of the Company designated as "Chairman & Managing Director", subject to approval of the Central Government, by the Shareholders of the Company for a further period of 3 years with effect from 14.8.2016 on a remuneration within the limits prescribed under the Companies Act, 2013 and Schedule V thereof. Accordingly, the application was made to the Central Government by the Company, the approval for which is awaited.

Pursuant to Section 152 of the Companies Act, 2013, Shri D J Shah, Director & Company Secretary retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. As per the SEBI (LODR) Regulations 2015, a brief profile of Shri D J Shah, retiring by rotation, forms part of the Corporate Governance Report.

All the Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015.

Pursuant to the provisions of Regulation 25 of the SEBI (LODR) Regulations 2015, the Company has formulated a programme for familiarising the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc through various initiatives. The details of the aforementioned programme are available at the Company's website www.kesarindia.com/ **Investor's Corner/ Corporate Governance/ Policies.**

BOARD EVALUATION / APPOINTMENT AND REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Pursuant to the provisions of the Companies Act, 2013, the Board carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee and Nomination & Remuneration Committee.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report. The details of the Nomination & Remuneration Policy are available on the website of the Company www.kesarindia.com/ **Investor's Corner/ Corporate Governance/ Policies.**

MATERIAL CHANGES & COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR & DATE OF THIS REPORT:

There are no material changes & commitments affecting financial position.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013, the Board of Directors to the best of their knowledge hereby state that :

- i) in preparation of the annual accounts for the financial year ended on 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the Annual Accounts for the financial year ended on 31st March, 2017 on a going concern basis.
- v) the Directors had laid down proper internal financial controls in place and that such internal financial controls are adequate and were operating effectively.
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

There are no contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 and hence Form AOC-2 is not annexed. The Members may refer Note 33 to the Notes to Accounts for further details of routine transactions entered into with the Related Parties.

A policy of Related Party Transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company www.kesarindia.com / **Investor's Corner/ Policies.**

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Accounts. Some of the credit facilities have been classified as Non-Performing Assets (NPA) by Banks.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The Company had filed a reference with BIFR, under Section 15 of SICA, on 15.5.2015. Thereafter, BIFR intimated the Company by a letter dated 21.9.2015 that the said reference was registered.

As the Sick Industrial Companies Act (SICA) was repealed with effect from 1.12.2016, the Reference filed by the Company under Section 22 of SICA stood abated. However, the Company has been allowed 180 days time to file fresh reference with the National Company Law Tribunal (NCLT) under the recently notified the Insolvency and Bankruptcy Code, 2016 & Regulations (IBC) issued thereunder.

MANAGEMENT DISCUSSION & ANALYSIS REPORT AND CORPORATE GOVERNANCE REPORT

The Management Discussion & Analysis Report is annexed and forms part of this Annual Report. The Company has complied with the Corporate Governance requirements as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015. A separate section on Corporate Governance, along with a Certificate from the Secretarial Auditors confirming the compliance, is also annexed and forms part of the Annual Report.

INSIDER TRADING

In compliance with the SEBI regulation on prevention of Insider Trading, your Company has framed a comprehensive code which lays down guidelines and advises the Directors and employees of the Company on procedures to be followed and disclosures to be made, while dealing in securities of the Company. During the year under review, the Company adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of Conduct for Prohibition of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

SEXUAL HARASSMENT POLICY

The Company has constituted an Internal Complaint Committee (ICC) for prevention and redressal of complaints / grievances on the sexual harassment of women at work places. As part of this policy, during the year under review the Company had arranged a session on Women's Safety by Madhukar Katragadda, Major (Retd). During the year under review no incident had taken place.

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

Particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 are given in the **Annexure "A"** forming part of this Report. During the year under review, there were no foreign Exchange Earnings (Previous year Nil) and Foreign Exchange Outgo was Nil (Previous Year Nil).

INSURANCE

The Company has taken adequate insurance for all its properties.

FIXED DEPOSITS

As per the Companies Act, 2013, the Company is not eligible to raise Fixed Deposits in terms of Section 73 of the Act. Hence, the Company has not accepted / renewed any Fixed Deposits. Further, as per Section 74(1) of the Companies Act, 2013, the Company has repaid the entire Fixed Deposit.

AUDITORS

In terms of the provisions of the Section 139(1) of the Company's Act 2013, the appointment made of Haribhakti & Co. LLP, Chartered Accountants is placed before the Shareholders for their ratification.

AUDITORS' REPORT

There is no qualification in the Auditors' Report. With respect to para 40 of the notes forming Financial Statement, the explanation thereto is given in the above para Significant & Material Orders Passed by the Regulators or Courts.

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INTERNAL CONTROL SYSTEM & INTERNAL AUDITORS

The Company has an adequate Internal Control System. All transactions are properly authorized, recorded and reported to the Management. The Company has Independent Auditors M/s. Ashok Jayesh & Co., Chartered Accountants to review critical areas of operations. The Audit Reports are reviewed periodically by the Management and the Audit Committee of the Board and appropriate measures are taken to improve the process.

COST AUDITOR

Pursuant to Sections 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Board had appointed Rishi Mohan Bansal, Cost Accountant as Cost Auditor of the Company to conduct Cost Audit for the products 'Sugar & Alcohol' and 'Electricity Generation' for the year ended 31.3.2017. The Cost Audit Report for the same will be submitted to the Central Government before 30.09.2017.

Similarly, as recommended by the Audit Committee and approved by the Board of Directors of the Company, the appointment and payment of remuneration to Rishi Mohan Bansal, Cost Accountant, Kanpur, as Cost Auditor will be placed before the Shareholders at the ensuing Annual General Meeting for their ratification, to conduct the audit of the Cost records of the Company relating to Sugar & Industrial Alcohol and Generation of Power for the year ending 31st March, 2018.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure "B"**.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Ragini Chokshi & Co., Practising Company Secretary, as Secretarial Auditor of the Company to undertake the Secretarial Audit and provide Secretarial Audit Report in Form MR3. The Report of the Secretarial Audit Report is annexed herewith as **Annexure- "C"**. There are no qualifications, reservations or remarks in the Secretarial Audit Report.

CORPORATE SOCIAL RESPONSIBILITY

As required under Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee as the Company had a Net Profit of more than Rs.5 crore for the financial year 2016-17. However, the Company is not required to spend any amount during the subsequent financial year as per the applicable provisions of the Act. The Company has continued to play its role as a responsible corporate citizen, adding value to society and addressing the contemporary societal needs and challenges. The Corporate Social Responsibility philosophy ensures that while business objectives are met and shareholder value is enhanced, the Company equally focuses on engaging with the wider community and sustainably addressing environmental concerns in its sphere of operations.

EMPLOYEES

Relation with the employees remained cordial throughout the year. Your Directors place on record their sincere appreciation for the devoted services of the employees of the Company.

The information required pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees on the payroll of the Company in India, is provided as **Annexure-"D"** which forms part of this report.

The information required pursuant to Section 197 read with Rule 5(2)&(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

ACKNOWLEDGEMENT

Your Directors would like to place on record their grateful appreciation for the assistance and cooperation extended by the Banks, Financial Institutions and the wholehearted support extended by the Shareholders during the year under review.

19th May, 2017

By Order of the Board of Directors
H R KILACHAND
Chairman & Managing Director
DIN: 00294835

Pursuant to Section 134(3)(m) of the Companies Act, 2013 Forming part of the Directors' Report
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

1. We have replaced steam driven drives with electric drives with the latest technology with VFDs along with automation through Distributed Control System(DCS). The electric drives consume much less energy to drive the mills and thereby results in additional saving of bagasse ultimately benefiting by an increase in power sales.
2. After reviewing the benefits of Mono Magnetic System installed in the previous year, we have added few more such systems in our process

A.	POWER AND FUEL CONSUMPTION		2016-17 (01-04.2016 To 31.03.2017) 12 months	2015-16 (01.01.2015 to 31.3.2016) 15 months
1.	ELECTRICITY			
	a Purchased			
	Unit	Kwh	3,48,608	7,48,774
	Total Amount	Rs.	38,19,522	97,89,856
	Rate/Unit	Rs.	10.96	13.07
	b Own Generation			
	i) THROUGH DIESEL GENERATOR			
	Unit	Kwh	14,113	23,275
	Units Per Ltr. Of Diesel Oil	Kwh	2.49	3.14
	Rate / Unit	Rs.	22.12	17.49
	ii) THROUGH STEAM TURBINE			
	Unit	Kwh	11,26,33,950	13,50,34,900
	Units Per M. T. of Steam	Kwh	194.25	186.14
	Rate / Unit *	Rs.	858.00	800.00
2.	COAL			
	Quantity	M.T.	-	-
	Cost	Rs.	-	-
	Average Rate	Rs.	-	-
3.	BAGASSE (OWN)			
	Quantity	M.T.	1,69,979	2,49,397
	Cost	Rs.	-	-
	Average Rate	Rs. (M.T.)	-	-
4.	OTHER FUEL (Outside)			
	Quantity	M.T.	5,439	2,824
	Cost	Rs.	6,78,25,908	5,14,16,782
	Average Rate#	Rs.	12,470	18,207
5.	Rice Husk			
	Quantity	M.T.	-	-
	Cost	Rs.	-	-
	Average Rate	Rs.	-	-
6.	Cane Trash			
	Quantity	M.T.	-	-
	Cost	Rs.	-	-
	Average Rate	Rs.	-	-
7.	H. S. DIESEL			
	Quantity	Ltr.	5,672	7,408
	Cost	Rs.	3,12,202	4,07,169
	Average Rate	Rs.	55.04	54.46

* Not applicable as the bagasse is a by-product and is used as fuel.

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Consumption per unit of production

Product (Sugar)			
Electricity	Kwh / M.T.	286.19	321.77
Bagasse / Risk Husk / Cane Trash	M.T. / M.T.		
Diesel Oil	Ltr. / M.T.		
Product (Industrial Alcohol)			
Electricity	Kwh /000' Ltrs	-	57.43
Coal	Qtls./000' Ltrs	-	-
Bagasse (Pith)	M.T./000' Ltrs	-	-
Rice Husk	Ltr./000' Ltrs	-	-
Diesel Oil	Ltr. / 000'Ltrs	-	-

FORM B

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH AND DEVELOPMENT

- A. RESEARCH AND DEVELOPMENT
- B. BENEFITS DERIEVED

Expenditure on R & D		2016-17	2015-16
a)	Capital	-	-
b)	Recurring	-	-

The information on Foreign Exchange Earnings and Outgo is furnished in the Notes to the Account. (Please refer to Note No.35 of Notes forming part of financial statements)

KESAR ENTERPRISES LIMITED

EXTRACT OF ANNUAL RETURN

Annexure "B"

As on financial year ended 31.03.2017

Pursuant to Section 92(3) of the Companies act, 2013 read with
The Companies (Management and Administration) Rules, 2014

FORM NO. MGT-9

A.REGISTRATION AND OTHER DETAILS:										
CIN:-					L24116MH1933PLC001996					
Registration Date:					1.8.1933					
Name of the Company:					Kesar Enterprises Limited					
Category / Sub-Category of the Company					Public Company Limited by Shares					
Address of the Registered office and contact details:					Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai 400020 Tel. No.022-2204 2396					
Whether listed company					Yes					
Name, Address and Contact details of Registrar and Transfer Agent, if any					M/s. Sharex Dynamic (India) Ltd. Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400 072 Tel. 022-28515606 / 28515644					
B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:										
Sr.	Name and Description of main products / services				NIC Code of the Product/ service% to total turnover of the Company			% to total turnover of the Company		
1.	Manufacture of Sugar and its byproducts; manufacture of alcohol and alcoholic beverages by distillation including ethanol and generation of renewable power;				Not Available			100%		
C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES										
Sr.	Name and address of the Company			CIN/GLN	Holding/Subsidiary/Associate			% of shares held		
a.	NA									
D. SHARE HOLDING PATTERN										
i) Category-wise Share Holding										
Category of Shareholders		No. of Shares held at the beginning of the year 01-4-2016				No. of Shares held at the end of the year 31-3-2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS										
(1). INDIAN										
(a). Individual	1165748	84561	1250309	12.404	1165748	84561	1250309	12.404		
(b). Central Govt.										
(c). State Govt(s).										
(d). Bodies Corpp.	5806037		5806037	57.601	5806037		5806037	57.601		
(e). FIINS / BANKS.										
(f). Any Other										
Sub-total (A) (1):-	6971785	84561	7056346	70.005	6971785	84561	7056346	70.005	0	

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(2). FOREIGN									
(a). Individual NRI / For Ind									
(b). Other Individual									
(c). Bodies Corporates									
(d). Banks / FII									
(e). Qualified Foreign Investor									
(f). Any Other Specify									
Sub-total (A) (2):-									
Total shareholding of Promoters (A) = (A)(1)+(A)(2)	6971785	84561	7056346	70.005	6971785	84561	7056346	70.005	0
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	1200	1200	0.012	0	1200	1200	0.012	0.000
(b). Banks / FI	395	695	1090	0.011	395	695	1090	0.011	0.000
(c). State Govt.									
(d). State Govt.									
(e). Venture Capital Funds									
(f). Insurance Companies	680006		680006	6.746	513604		513604	5.095	-1.651
(g). FIIs									
(h). Foreign Venture Capital Funds									
(i). Others (specify)									
Sub-total (B)(1):-	680401	1895	682296	6.769	513999	1895	515894	5.118	-1.651
2. Non-Institutions									
(a). BODIES CORPORATE									
(i). Indian	412614	1690	414304	4.110	562145	1690	563835	5.594	1.484
(ii). Overseas									
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1068988	251653	1320641	13.102	1006780	246446	1253226	12.433	-0.669
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	443495	52620	496115	4.922	396204	52620	448824	4.453	-0.469
(c). Other (specify)									
Non Resident Indians	91352	200	91552	0.908	53035	200	53235	0.528	-0.380
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	18428		18428	0.183	188322		188322	1.868	1.685
Trusts									
Foreign Boodies - D R									
Sub-total (B)(2):-	2034877	306163	2341040	23.225	2206486	300956	2507442	24.876	1.651
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2715278	308058	3023336	29.994	2720485	302851	3023336	29.994	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	9687063	392619	10079682	100.00	9692270	387412	10079682	100.00	0

KESAR ENTERPRISES LIMITED

Shareholding of Promoters								
Sr.	Shareholder's Name	Shareholding at the beginning of the year 1.4.2016			Share Holding at the end of the Year 31.3.2017			% changes in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	SEEL INVESTMENT PVT LTD	3225699	32.002		3225699	32.002		
2	KESAR CORPORATION PVT LTD	2337922	23.194		2337922	23.194		
3	HARSH RAJNIKANT KILACHAND	553412	5.49		553412	5.49		
4	INDIAN COMMERCIAL COMPANY PVT LTD	232264	2.304		232264	2.304		
5	MADHAVI HARSH KILACHAND	208372	2.067		208372	2.067		
6	ROHAN HARSH KILACHAND	189082	1.876		189082	1.876		
7	ROHITA HARSH KILACHAND	187824	1.863		187824	1.863		
8	RAJNIKANT A KILACHAND	72538	0.72		72538	0.72		
9	HARSH RAJNIKANT KILACHAND (HUF)	27425	0.272		27425	0.272		
10	INDIA CARAT PVT LTD	10152	0.101		10152	0.101		
11	SHREEMATI AMBALAL KILACHAND	8676	0.086		8676	0.086		
12	HARSH R KILACHAND	2940	0.029		2940	0.029		
13	AMRISH RAJNIKANT KILACHAND	30	0		30	0		
14	RAMILA RAJNIKANT KILACHAND	10	0		10	0		

Change in Promoter's Shareholding (Please specify, if there is no change)

Sr.	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	
No Change								

Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

Sr.	Name	No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	THE ORIENTAL INSURANCE COMPANY LIMITED	353172	3.504	01-04-2016				
				15-07-2016	-6849	Sold	346323	3.436
				22-07-2016	-11305	Sold	335018	3.324
				29-07-2016	-8065	Sold	326953	3.244
				05-08-2016	-7212	Sold	319741	3.172
				12-08-2016	-5569	Sold	314172	3.117
				26-08-2016	-2500	Sold	311672	3.092
				23-09-2016	-5500	Sold	306172	3.038
				30-09-2016	-1000	Sold	305172	3.028
	Closing Balance			31-03-2017			305172	3.028
2	RAJU BHANDARI	288526	2.862	01-04-2016				
				08-04-2016	-910	Sold	287616	2.853
				10-06-2016	4513	Buy	292129	2.898
				17-06-2016	1201	Buy	293330	2.91

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Sr.	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
				24-06-2016	1328	Buy	294658	2.923
				30-06-2016	528	Buy	295186	2.929
				15-07-2016	102	Buy	295288	2.930
				22-07-2016	1486	Buy	296774	2.944
				29-07-2016	-1200	Sold	295574	2.932
				05-08-2016	-2381	Sold	293193	2.909
				12-08-2016	-5207	Sold	287986	2.857
				19-08-2016	-8741	Sold	279245	2.770
				26-08-2016	-4648	Sold	274597	2.724
				02-09-2016	-8574	Sold	266023	2.639
				09-09-2016	-2835	Sold	263188	2.611
				23-09-2016	-9959	Sold	253229	2.512
				11-11-2016	5744	Buy	258973	2.569
				18-11-2016	3382	Buy	262355	2.603
				25-11-2016	739	Buy	263094	2.610
				02-12-2016	1178	Buy	264272	2.622
				09-12-2016	5	Buy	264277	2.622
				30-12-2016	-707	Sold	263570	2.615
				06-01-2017	-7002	Sold	256568	2.545
				13-01-2017	-1630	Sold	254938	2.529
				27-01-2017	-3090	Sold	251848	2.499
				03-02-2017	2753	Buy	254601	2.526
				17-02-2017	3573	Buy	258174	2.561
				24-02-2017	1000	Buy	259174	2.571
				03-03-2017	230	Buy	259404	2.574
				10-03-2017	701	Buy	260105	2.580
				24-03-2017	128	Buy	260233	2.582
	Closing Balance			31-03-2017	10	Buy	260243	2.582
3	RAVIRAJ DEVELOPERS LTD	4670	0.046	08-04-2016				
				15-04-2016	-1000	Sold	3670	0.036
				20-05-2016	4144	Buy	7814	0.078
				10-06-2016	600	Buy	8414	0.083
				17-06-2016	10425	Buy	18839	0.187
				24-06-2016	9251	Buy	28090	0.279
				30-06-2016	16809	Buy	44899	0.445
				08-07-2016	6449	Buy	51348	0.509
				22-07-2016	19205	Buy	70553	0.700
				29-07-2016	37455	Buy	108008	1.072
				05-08-2016	3489	Buy	111497	1.106
				12-08-2016	5518	Buy	117015	1.161
				26-08-2016	27190	Buy	144205	1.431
				02-09-2016	9783	Buy	153988	1.528
				09-09-2016	7024	Buy	161012	1.597
				16-09-2016	800	Buy	161812	1.605
				23-09-2016	-5734	Sold	156078	1.548
				07-10-2016	6461	Buy	162539	1.613
				21-10-2016	23427	Buy	185966	1.845
				28-10-2016	1595	Buy	187561	1.861
				25-11-2016	275	Buy	187836	1.864
				17-02-2017	1526	Buy	189362	1.879
				24-02-2017	3296	Buy	192658	1.911

KESAR ENTERPRISES LIMITED

Sr.	Name	No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
				03-03-2017	7859	Buy	200517	1.989
				10-03-2017	9550	Buy	210067	2.084
				17-03-2017	1450	Buy	211517	2.098
	Closing Balance			31-03-2017			211517	2.098
4	NATIONAL INSURANCE COMPANY LTD	326834	3.243	01-04-2016				
				10-06-2016	-25402	Sold	301432	2.990
				17-06-2016	-93000	Sold	208432	2.068
	Closing Balance			31-03-2017			208432	2.068
5	JM FINANCIAL SERVICES LTD	3670	0.036	01-04-2016				
				15-04-2016	-3560	Sold	110	0.001
				13-05-2016	4034	Buy	4144	0.041
				17-06-2016	3314	Buy	7458	0.074
				30-06-2016	16077	Buy	23535	0.233
				15-07-2016	-23059	Sold	476	0.005
				29-07-2016	3013	Buy	3489	0.035
				05-08-2016	8624	Buy	12113	0.120
				12-08-2016	21473	Buy	33586	0.333
				19-08-2016	60855	Buy	94441	0.937
				26-08-2016	-88448	Sold	5993	0.059
				02-09-2016	5425	Buy	11418	0.113
				09-09-2016	-5859	Sold	5559	0.055
				16-09-2016	-3365	Sold	2194	0.022
				23-09-2016	20953	Buy	23147	0.230
				30-09-2016	-20953	Sold	2194	0.022
				07-10-2016	480	Buy	2674	0.027
				14-10-2016	23718	Buy	26392	0.262
				21-10-2016	-20072	Sold	6320	0.063
				28-10-2016	8160	Buy	14480	0.144
				04-11-2016	-12286	Sold	2194	0.022
				11-11-2016	2294	Buy	4488	0.045
				25-11-2016	-2294	Sold	2194	0.022
				23-12-2016	500	Buy	2694	0.027
				06-01-2017	1384	Buy	4078	0.040
				13-01-2017	-1334	Sold	2744	0.027
				20-01-2017	3000	Buy	5744	0.057
				27-01-2017	12854	Buy	18598	0.185
				03-02-2017	-13328	Sold	5270	0.052
				10-02-2017	6000	Buy	11270	0.112
				17-02-2017	3337	Buy	14607	0.145
				24-02-2017	8905	Buy	23512	0.233
				03-03-2017	-2418	Sold	21094	0.209
				10-03-2017	-9050	Sold	12044	0.119
				17-03-2017	-1949	Sold	10095	0.100
				24-03-2017	3405	Buy	13500	0.134
	Closing Balance			31-03-2017	146116	Buy	159616	1.584
6	MENTOR CAPITAL LIMITED	235834	2.34	01-04-2016				
				17-06-2016	-20000	Sold	215834	2.141
				24-06-2016	-1150	Sold	214684	2.130

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Sr.	Name	No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
				19-08-2016	-45000	Sold	169684	1.683
				23-09-2016	-25000	Sold	144684	1.435
				24-02-2017	-5386	Sold	139298	1.382
	Closing Balance			31-03-2017			139298	1.382
7	NEW MILLENIUM TECH-NOLOGY MANAGEMENT PVT. LTD.	5600	0.056	10-06-2016				
				24-06-2016	337	Buy	5937	0.059
				09-09-2016	500	Buy	6437	0.064
				09-12-2016	36877	Buy	43314	0.430
	Closing Balance			31-03-2017			43314	0.430
8	MUKESH BABU	40000	0.397	01-04-2016				
	-Closing Balance			31-03-2017		No Change	40000	0.397
9	Tejash Finstock Pvt Ltd	1360	0.013	01-04-2016				
				30-06-2016	32	Buy	1392	0.014
				15-07-2016	10939	Buy	12331	0.122
				02-09-2016	7330	Buy	19661	0.195
				16-09-2016	2565	Buy	22226	0.221
				23-09-2016	11354	Buy	33580	0.333
				10-03-2017	-500	Sold	33080	0.328
	Closing Balance			31-03-2017			33080	0.328
10	Atrun Fiscal Pvt Ltd	2400	0.024	01-04-2016				
				08-04-2016	1000	Buy	3400	0.034
				17-06-2016	8783	Buy	12183	0.121
				24-06-2016	800	Buy	12983	0.129
				30-06-2016	1000	Buy	13983	0.139
				01-07-2016	14370	Buy	28353	0.281
				09-09-2016	1600	Buy	29953	0.297
				23-09-2016	2750	Buy	32703	0.324
	Closing Balance			31-03-2017			32703	0.324

Shareholding of Directors and Key Managerial Personnel:

Sr.No	Name	Shareholding at the beginning of the year			Cumulative Shareholding at the end of the year			
		No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	% of total Shares of the company
1	A S Ruia	1000	0.01	01-04-2016				
	Closing Balance			31-03-2017		No Change	1000	0.01
2	P N Dubey	250	0.002	01-04-2016				
	Closing Balance			31-03-2017		No Change	250	0.002
3	D J Shah	500	0.005	01-04-2016				
	Closing Balance			31-03-2017		No Change	500	0.005

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	26,420.71	4,930.50	71.23	31,422.44
ii) Interest due but not paid	465.95	0	0	465.95
iii) Interest accrued but not due	432.32	0	1.97	434.29
Total (i+ii+iii)	27,318.98	4,930.50	73.20	32,322.68
Change in Indebtedness during the financial year				
• Addition	3,371.83	0	0	3,371.83
• Reduction	0	(2,000.00)	(73.20)	(2,073.20)
Net Change	3,371.83	(2,000.00)	(73.20)	1,298.63
Indebtedness at the end of the financial year				
i) Principal Amount	27,889.28	2,930.50	0	30,819.78
ii) Interest due but not paid	2,619.49	0	0	2,619.49
iii) Interest accrued but not due	182.04	0	0	182.04
Total (i+ii+iii)	30,690.81	2,930.50	0	33,621.31

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. .	Particulars of Remuneration	Name of MD/WTD/ Manager Shri D J Shah
1	Gross salary	37.57
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2	Stock Option	
3	Sweat Equity	
4	Commission	
	- as % of profit	
	- others, specify...	
5	Others, please specify Exempted Reimbursement /Perquisites	5.61
	Total (A)	43.18
	Ceiling as per the Act	Within ceiling Limit

B. Remuneration to other directors:

(Rs. in lakh)

Sr.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	M A Kuvadia	P N Dubey	
	• Fee for attending Board / Committee meetings	1.80	2.40	4.20
	• Commission			
	• Others, please specify			
	Total (1)	1.80	2.40	4.20
2.	Other Non-Executive Directors			
	• Fee for attending Board / Committee meetings			
	• Commission			
	• Others, please specify			
	Total (2)			
	Total (B)=(1+2)	1.80	2.40	4.20
	Total Managerial Remuneration (A+B)			47.38
	Overall Ceiling as per the Act	Within ceiling Limit		

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD				
Sr.	Particulars of Remuneration	Key Managerial Personnel		
		CFO Shri R Balu	Company Secretary Shri D J Shah	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29.19	37.57	66.76
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify...			
	Others, please specify Exempted Reimbursement /Perquisites	2.49	5.61	8.10
	Total	31.68	43.18	74.86

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty		N. A.			
Punishment		N. A.			
Compounding		N. A.			
C. OTHER OFFICERS IN DEFAULT					
Penalty		N. A.			
Punishment		N. A.			
Compounding		N. A.			

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE PERIOD 01-04-2016 TO 31-03-2017

To,

The Members,
KESAR ENTERPRISES LIMITED,
Oriental House, 6th floor,
7, Jamshedji Tata Road,
Churhgate, Mumbai- 400020.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KESAR ENTERPRISES LIMITED (CIN: L24116MH1933PLC001996)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year **1st April, 2016 to 31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year **1st April, 2016 to 31st March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder and amendments thereto;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of External Commercial Borrowings, Foreign Direct Investment, Overseas Direct Investment - **Not Applicable to the company during the audit period;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 -**Not applicable to the Company during the audit period.**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the audit period.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable as the Company has not issued any debt securities during the period under review.**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client. - **Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted its equity shares from any stock exchange during the period under review.**
 - h. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2009 - **Not applicable as the Company has not bought back any of its securities during the period under review.**

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We are of the opinion that the company has complied with the following laws specifically applicable to the Company:

1. The Levy Sugar Price Equalisation Fund Act and Rules there under;
2. The Essential Commodities Act, 1955
3. The Sugar Cess Act 1982
4. The Electricity Act, 2003
5. The Electricity Supply Act, 1948
6. The Indian Power Alcohol Act, 1948

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 and the Listing Agreements entered into by the Company with Stock Exchange.

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

We further report that

The Board of Directors of the Company is constituted with two Independent Directors, two Executive Directors including Managing Director.

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

We further report that the Compliance by the Company of applicable Financial laws like Direct & Indirect tax laws, Service tax has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulation and guidelines.

We further report that The Company had filed a reference with BIFR, under Section 15 of SICA, on 15.5.2015. Thereafter, BIFR intimated the Company by a letter dated 21.9.2015 that the said reference was registered. As the Sick Industrial Companies Act (SICA) was repealed with effect from 1.12.2016, the Reference filed by the Company under Section 22 of SICA stood abated. However, the Company has been allowed 180 days time to file fresh reference with the National Company Law Tribunal (NCLT) under the recently notified The Insolvency and Bankruptcy Code, 2016 & Regulations (IBC) issued thereunder.

For Ragini Chokshi & Co.

Makarand Patwardhan

(Partner)

C.P.No :- 9031

FCS No :-11872

Place : Mumbai
Date : 19.5.2017

Annexure –A

To,

The Members,
KESAR ENTERPRISES LIMITED,
Oriental House, 6th floor,
7, Jamshedji Tata Road,
Churhgate,
Mumbai- 400020.

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

1. The maintenance of secretarial record is the responsibility of the management of the company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records.

We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Ragini Chokshi & Co.

Makarand Patwardhan

(Partner)

C.P.No :- 9031

FCS No :-11872

Place : Mumbai
Date : 19.5.2017

Particulars of Employees remuneration and other details in terms of Section 134(3)(q) read with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirement	Disclosure	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Executive Director * Shri H R Kilachand Shri D J Shah Non Executive Director Shri P N Dubey Shri M A Kuvadiah	NIL 20.21:1 1.12:1 0.84:1
2	The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year	Executive Director * Shri H R Kilachand Shri D J Shah Non Executive Director Shri P N Dubey Shri M A Kuvadiah Key Managerial Personnel CFO: Shri Rohit Balu CS: Shri D J Shah	NIL 17.37 % 9.09 % Nil 6.67 % 17.37 %
3	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 9.93%	
4	The number of permanent employees on the rolls of the Company	There were 508 permanent employees on the rolls of the Company as on March 31, 2017	
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in salaries of Employees, other than managerial personnel, during the year under review was (4.51%), whereas average percentile increase in salaries of Managerial Personnel during the year under review was 13.21%.	
6	The key parameters for any variable component of remuneration availed by the Directors	The variable component of remuneration availed by Directors are considered by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee as per the Remuneration Policy.	
7	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration paid is as per the remuneration policy of the Company.	

* Shri H R Kilachand had stopped drawing remuneration from the Company voluntarily, since March, 2014 in view of the heavy losses suffered by the Company for the last few years.

Explanation.-

- (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;
- (ii) if there is an even number of observations, the median shall be the average of the two middle values.

For and on behalf of the Board of Directors

H R KILACHAND
Chairman & Managing Director
DIN: 00294835

Date : 19.5.2017

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SCENARIO IN INDIA

Sugar

India is the second largest producer of sugar in the world. The sugar industry is the largest agro-processing sector in India. It is dominated by the co-operative sector in terms of number of units. However, with private players going in for major expansions, the gap between the private and co-operative sector is expected to narrow down in the future in terms of installed capacity as well as production. The industry is highly regulated by the Central and State Governments by way of cane growing area, sugarcane pricing, import-export policy, government policy etc. Sugar cane is cultivated in around 5 million hectares in India. The major sugarcane producers are Uttar Pradesh, Maharashtra, Tamilnadu and Karnataka. Sugar cane is the only source of sugar production in India unlike many other countries, which produce sugar from sugar beat.

COMPANY STRUCTURE & DEVELOPMENT

Sugar

The sugar factory is located at Baheri, Dist. Bareilly, Uttar Pradesh, and is a large producer of sugar in the country. The plant started with an initial crushing capacity of 800 tons of cane crushed per day (tcd), which had been gradually increased to 7,200 tcd over time. The Company has one of the most modern and efficient sugar factories in the country. Through constant investment in Cane Research & Development, the Company has successfully developed high yielding and early maturing varieties of sugarcane.

Power

The Company has commissioned a 44mw Bagasse based Cogeneration Power Plant at Baheri. It is the most efficient and largest capacity single plant in the sugar Cogeneration Sector in U.P. & perhaps the country, a world class plant having a state-of-the-art Process Control system with performance monitoring software. The Company exported majority of power produced to the grid and will benefit from the well established government policies related to renewable energy and also perhaps get benefit of renewable energy certificate.

Spirits

The Spirits Division was put out of operations as the Company needs to install multiple effect evaporation system to reduce the effluent volume as well as modification in Reverse Osmosis Plant & Bio-composting, which would enable the Distillery to become zero discharge compliant. As the Company does not have such capability, the Company has voluntarily taken a shut down for Distillery operations since October 2015. Hence, the Molasses was sold directly in the market.

OPPORTUNITIES & THREATS

Sugar

The Company expects a similar crushing period this season as that of the previous season. Untimely change in government policy and upward pricing in terms of Fair Remunerative Price (FRP) and State Advised Price (SAP) can prove a threat to the Company.

Power

The Company has set up a state of the art cogeneration plant operating at very high pressure of 115 kg/cm². Therefore, it is very efficient when compared to majority of the cogeneration plants having power cycle at pressures of 45, 67 and 87 kg/cm². This will therefore translate into producing more power from same bagasse. Besides, as our boiling house is also very efficient, there will be more savings of bagasse per ton of sugar produced and this saved bagasse will also enable us to produce more power.

OUTLOOK

Sugar

The sugar industry will be a major player in producing cost effective energy and fuel from its by-products bagasse and molasses. Bagasse can be processed for co-generation of power. Also, ethanol produced from molasses can be used as motor fuel by blending it with petrol.

During the Financial Year 2016-17, there has been an increase in sugar prices from the levels prevailing in December 2015. This has resulted in the Company generating operational profits for the quarter ended March 31, 2017. During the Financial Year 2017-18, there may be steady sugar prices. This may result into the Company generating operational profits. The industry outlook is also positive.

Power

The season ahead should see the proper utilization of the cogeneration plant capacity and therefore the exportable power will give rise to more revenues. Also due to the rate hike, the income / profits will rise over the previous season.

RISKS AND CONCERNS

Sugar Division being agro based is vulnerable to various risks enumerated below:

Raw Material Risk:

Sugarcane is the principal raw material for manufacture of Sugar, Spirits and Power and its shortages could be on account of pest attacks, crop diseases, diversion of land by farmers. Shortage of the basic raw materials would severely impact the working of the divisions of the Company. To mitigate these risks, the Company has adopted sound agronomic practice and improvement in basic infrastructure facilities.

Price Risk:

Sugar price is susceptible to fluctuations on account of international demand and supply, government pricing for cane as well as sugar, variance in production capacities of peers. Any change may affect the margins of the Company.

Regulatory Risk:

The policies of the Central and State Governments in terms of Fair Remunerative Price (FRP) and State Advised Price (SAP) for sugarcane have an impact on the operations of the Company.

INTERNAL CONTROL SYSTEM

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving efficiency in its operations, better financial management and compliance with regulations and applicable laws. The Company has appointed an Internal Auditor [External]. All operating parameters are well defined and monitored periodically. The detail internal audit reports are discussed at length at various levels and thereafter the said reports are also placed before the Audit Committee for review and discussion.

SEGMENT-WISE FINANCIAL PERFORMANCE

The information relating to the financial performance of the Company is provided in the Directors' Report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT

The Company considers human capital as a critical asset and success factor for smooth organizational work flow. Efforts are made to improve skills, knowledge and performance of employees by timely training, job satisfaction and enrichment. The Company has added to its fold, experienced manpower in line with future areas of growth.

CAUTIONARY STATEMENT

The above Management Discussion and Analysis Report contains "forward looking statements" within the meaning of applicable laws, and regulations and is futuristic in nature. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, market position, expenditures and financial results are forward looking statements. The Company's actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. Investors are requested to make their own independent judgments before taking any investment decisions and the Company assumes no responsibility.

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CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Governance:

The Company's philosophy on Corporate Governance aims at attainment of the highest levels of transparency, accountability and equity in the functioning of the Company and in all interactions with employees, shareholders, creditors, depositors and customers. The Company believes that its systems and actions must be endeavoured for enhancing corporate performance and maximizing shareholder value in the long term.

2. Board of Directors:

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

The Board includes reputed individuals with considerable professional expertise from fields like finance, legal, commercial, business administration and other related fields, who, not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board.

The paid up Equity Share Capital of the Company is ₹10.07 crore but the Net worth of the Company being negative & the Company is registered with BIFR under SICA, the Corporate Governance Regulation 17 of SEBI (LODR) relating to appointment of Women Director does not apply to the Company. However, as a good Corporate Governance practice, the Company will appoint a Women Director on the Board of the Company as and when the financial position of the Company is improved.

The Composition and Category of Directors is as follows:

Name of Director	Category
Shri H R Kilachand (DIN:00294835)	: Chairman & Managing Director
Shri A S Ruia (DIN:00296622)	: Independent Director (up to 29.4.2016)
Shri P N Dubey (DIN:02132564)	: Independent Director
Shri D J Shah (DIN:03095028)	: Director & Company Secretary
Shri M A Kuvadia (DIN:07195042)	: Independent Director (w.e.f. 11.7.2016)

Attendance of each Director **at the Board Meetings** held during 1.4.2016 to 31.3.2017, the **last Annual General Meeting** held on 11.8.2016 and the **Number of other Directorships** & Chairmanship/ Membership of Committees of each Director in various Companies & **Shareholding of Non-Executive Directors** are as under:

Name of the Director	No. of Shares Held by Non Executive Directors	Attendance Particulars						No. of other Directorships and Committee Member / Chairmanship in other Companies		
		Out of 6 Board Meetings	Out of 4 Audit Committee Meetings	One Nomination & Remuneration Committee Meeting	One Independent Directors Meeting	Sitting Fees paid (Rs.)	Last AGM	Other Directorship #	Committee Members \$	Chairmanships
Shri H R Kilachand	556352	5	4	-	-	--	Yes	-	2	-
*Shri A S Ruia (up to 29.4.2016)	1000	-	-	-	-	-	-	-	-	-
Shri P N Dubey	250	6	4	1	1	2,40,000/	Yes	-	2	2
Shri D J Shah	500	5	3	-	-	-	-	-	-	-
Shri M A Kuvadia	-	4	3	1	1	1,80,000/	- Yes	-	2	-

Excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of Companies Act, 2013, Trusts and Alternate Directorships as per Regulation 26 of the SEBI (LODR) Regulations, 2015.

\$ Only Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of the SEBI (LODR) Regulations, 2015.

Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the AGM, is furnished herein below:

Name of the Director	Shri D J Shah
Date of Birth	12.7.1955
Date of Appointment on the Board	27.1.2015
Qualification	B.Com.; Fellow Company Secretary (FCS); Diploma in Financial Management (DFM).
Expertise in specific functional areas	He has been with the Company since 23.12.1993. He has overall 41 years of experience out of which he has been with the Company for more than 22 years and has vast experience in Secretarial, Legal, Administration and Personnel related work.
Relationships between directors inter-se	--
Number of Shares held in the Company	500 shares
List of Directorship held in other Companies.	--

Board Meetings held and the dates thereof:

During the year, 6 Board Meetings were held 25.5.2016, 11.7.2016, 11.8.2016, 14.10.2016, 10.11.2016 and 9.2.2017. The gap between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days. None of the Directors hold the office of Director in more than the permissible number of Companies under the Act or Regulation 25 & 26 of the SEBI (LODR) Regulations, 2015.

Relationship between the Directors inter-se: Nil

The details of Familiarization Programme imparted to Independent Directors is disclosed on the website of the Company viz. Kesarindia.com

Board Committees

The Board has constituted the required Committee(s) of Directors with delegation of powers. The Secretary of the Company acts as the Secretary to the Committees. Each Committee has its purposes, goals and responsibilities. These Committees comprise mainly of Independent Directors who as per the terms of reference oversee the Committee's function and executes its duties and responsibilities. The details of the Committees constituted by the Board are as under:

3. Audit Committee:

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

(a) Terms of Reference

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to statutory Auditors for any other services rendered by them;
4. Reviewing, with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by the Management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft Audit Report, if any;

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5. Reviewing, with the Management, the Quarterly Financial Statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, performance of statutory and internal Auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal Auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer (CFO) (i.e. Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(b) Composition

The Audit Committee comprises of the following Directors. The Committee is chaired by an Independent Director. The Audit Committee was reconstituted on 11.7.2016.

Shri A S Ruia	– Chairman (upto 29.4.2016)
Shri P N Dubey	– Chairman (w.e.f. 11.7.2016)
Shri H R Kilachand	– Member (w.e.f. 11.7.2016)
Shri M A Kuvadia	– Member (w.e.f. 11.7.2016)

(c) Meetings & Attendance

During the year, 4 meetings of the Audit Committee were held on 25.5.2016, 11.8.2016, 10.11.2016 and 9.2.2017 with the time gap between 2 meetings of less than 120 days. The attendance of the Members is mentioned in table of para 2 above. As required, CFO, Internal Auditor & Statutory Auditors or their representatives used to remain present as Invitee in such Meetings. The Company Secretary acts as the Secretary of the Audit Committee.

The Company has a full-fledged Internal Audit Department which performs periodical internal audit of various functions of the Company. The reports of the Internal Audit Department are placed before the Audit Committee along with the comments of the Management on the action taken to remedy any deficiencies that may be observed on the working of the various departments of the Company. In addition the Company has appointed M/s. Ashok Jayesh & Associates, Chartered Accountants as Independent Internal Auditor, [External].

Representatives of the Statutory Auditors M/s Haribhakti & Co., Chartered Accountants and Independent Internal Auditor M/s Ashok Jayesh & Associates, Chartered Accountants are invited for the meeting of the Audit Committee.

4. Nomination & Remuneration Committee:

The Committee comprises of the following Directors. The Committee is chaired by an Independent Director. A meeting of the Committee was held on 10.11.2016. The Nomination and Remuneration Committee was reconstituted on 11.7.2016.

Shri A S Ruia – Member (upto 29.4.2016)
Shri P N Dubey – Chairman (w.e.f. 11.7.2016)
Shri M A Kuvadiah – Member (w.e.f. 11.7.2016)

As per Regulation 19(1)(a) of SEBI (LODR) Regulations, the Nomination & Remuneration Committee [NRC] is required to have 3 Non-Executive Directors out of which 50% should be Independent Directors. Presently, the Company has only two Non-Executive Independent Directors who are appointed on NRC. Since, the Company is having a negative net worth and is registered with BIFR under SICA, the Company finds it difficult to get one more Non-Executive Director.

The Key Objectives of the Committee is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.
- To Implement and monitor policies and processes regarding principles of corporate governance.

The brief terms of reference of this Committee includes consideration, review and approval of remuneration of Executive Director / Chairman and sitting fees payable to Non-Executive Directors with regard to performance standards and existing industry practices.

Remuneration Policy for Directors

a) Remuneration to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation / Commission / Incentive etc. to be paid to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

b) Remuneration to Non- Executive / Independent Director:

The Non-Executive / Independent Director may receive compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Remuneration of Executive/ Non-Executive Directors:

Shri H R Kilachand was drawing his remuneration only from KTEL and had stopped drawing from the Company (KEL) voluntarily from March 2014, in view of the heavy losses suffered by the Company for the last few years.

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The details of remuneration paid to the Non-Executive Directors for the financial year ended 31.3.2017:

Name	Sitting Fees (Rs.)
Shri P N Dubey	2,40,000
Shri M A Kuvadia	1,80,000

5. Share Transfer Committee

The authority to consider the Share Transfer related matters / issue of duplicate Share Certificates etc. was delegated to Shri H R Kilachand and Shri D J Shah who met on 29.4.2016, 11.7.2016, 27.3.2017 to consider the related matters. There was no pending share transfers as on March 31, 2017.

6. Stakeholders Relationship Committee:

As required under of Regulation 20 of the SEBI (LODR) Regulations 2016, the Board has a duly constituted Stakeholders Relationship Committee [SRC]. The Chairman of the Committee is an Independent Director. The Committee was reconstituted on 11.7.2016 consisting of:

Shri P N Dubey	– Chairman
Shri A S Ruia	– Member (up to 29.4.2016)
Shri H R Kilachand	– Member
Shri M A Kuvadia	– Member (w.e.f. 11.7.2016)

The function of the Stakeholders' Relationship Committee is to strengthen the investor relations. The Committee looks into redressal of shareholders' complaints and proper and timely attendance on the investors grievances. The key responsibilities of the Committee are to look in to :

- (i) Redressal of Shareholders' / Investors' complaints.
- (ii) Non-receipt of declared dividends, balance sheets of the Company; and
- (iii) Carrying out any other function as prescribed under in the SEBI Listing Regulations.

The Committee has periodic interaction with the representatives of the Registrar and Transfer Agent of the Company.

During the year ended 31st March, 2016, the Company had received no complaints / grievances from its Shareholders.

7. Corporate Social Responsibility [CSR] Committee:

As the Company meets with one of the criteria of Section 135(1) of the Companies Act, 2013, it has constituted a CSR Committee.

The composition of the CSR Committee formed to achieve the CSR objectives is as below:

Sr.	Name of the Member	Composition
1.	Shri P N Dubey [Non-Executive Independent Director]	Chairman
2.	Shri M A Kuvadia [Non-Executive Independent Director]	Member
3.	Shri H R Kilachand [Chairman & Managing Director]	Member

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

8. Risk Management Committee [RMC]:

As required under Regulation 21 of SEBI (LODR) Regulations 2016 the Board has a duly constituted Risk Management Committee consisting of:

Shri P N Dubey	(Independent Director) - Chairman
Shri S M Sharma	President, Baheri,

9. General Body Meetings:

- i. Location and time where the last Annual General Meetings were held:

AGM	Financial Year ended	Date	Location	Time
AGM	31.03.2016 (15 Months)	11.08.2016	M. C. Ghia Hall	11:00 a.m
AGM	31.12.2014 (18 Months)	19.03.2015	M. C. Ghia Hall	3:30 p.m
AGM	30.06.2013	8.10.2013	M. C. Ghia Hall	3:30 p.m

ii. The following Special Resolutions were passed in the Annual General Meetings:

Date of AGM	Particulars of Special Resolution passed thereat
11.8.2016	Resolution under Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 1956 relating to appointment and fixing remuneration of Shri H R Kilachand for a period of 3 years w.e.f 14.8.2016.
19.3.2015	Resolution under Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 1956 relating to appointment and fixing remuneration of Shri D J Shah for a period of 3 years w.e.f 27.1.2015. Resolution u/s.188 approving Related party transactions up to an amount not exceeding ₹46 Cr from 1.4.2014 to 31.03.2016
08.10.2013	Pursuant to Section 198, 309, 316 and Schedule XIII Re-appointment of Shri H R Kilachand as Managing Director of the Company. Pursuant to Section 81(1A) of the Companies Act, 1956 for further Issue of securities. Pursuant to Section 23 of SIC to take note of erosion of more than 50% of the Net Worth of the Company.

iii. No Resolutions was passed during the Financial Year 2015-2016 through Postal Ballot.

iv. No Special Resolution requiring Postal Ballot is being proposed at the ensuing Annual General Meeting.

13. Disclosures:

- i. All transactions entered into during the financial year 2016-2017 with Related Parties as defined under the Companies Act and were in the ordinary course of business and on an arms length basis. There was no Material Related Party transaction, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements. The Company has given in the notes to accounts, a list of related parties as per Accounting Standard 18 and the transactions entered into with them.
- ii. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges or any Statutory Authority does not arise.
- iii. The Company has laid down procedures to inform Board members about risk assessment and minimization. These procedures are periodically reviewed to ensure control of risk through a properly defined framework.
- iv. Whistle Blower Policy / Vigil Mechanism
In staying true to our values of Strength, Performance and Passion, the Company is committed to the high standards of Corporate Governance and Stakeholder responsibility.
The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. We confirm that during the financial year 2016-2017, no Employee of the Company was denied access to the Audit Committee.
The details of Whistle Blower Policy are available on the website of the Company, www.kesarindia.com/

Investor's Corner/Policies

The Ethics Helpline can be contacted to report any suspected or confirmed incident of fraud / misconduct on: **E-Mail: headoffice@kesarindia.com Tel: 022-22042396**

- v. **Certification:** The requisite Certification from the Chairman & Managing Director and Chief Financial Officer (CFO) certifying inter alia that the Financial Statement do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs, as required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 was placed before the Board of Directors of the Company and annexed to this report.

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- vi. The Company has complied with all applicable mandatory requirements of the SEBI (LODR) Regulation 2015.
- vii. A certificate from M/s. Ragini Chokshi & Co, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated there under is annexed to this Report.

14. Means of communication:

The Board takes on record the Unaudited Quarterly Financial Results and the Audited Financial Results in the prescribed format of the stock exchange and forthwith fax and upload / send copies of the results to the Bombay Stock Exchange and National Stock Exchange of India Ltd. respectively where the shares of the Company are listed.

The financial results of the Company are published in the "Free Press Journal" in English and "Nav Shakti" in Marathi newspapers within 48 hours of the conclusion of the meeting of the Board in which they are approved.

The results and all other official news releases are displayed on the websites of the Stock Exchanges: **www.bseindia.com** and **www.nseindia.com** and also on the website of the Company, viz. **www.kesarindia.com**
Management Discussion & Analysis report has been included as a part of the Annual Report.

15. General Shareholders information:

a.	Registered Office	:	Kesar Enterprises Ltd. Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020.
b.	Plant Locations	:	Sugar Factory, Power Plant, Spirits & Bottling at Baheri, Dist. Bareilly, U.P.
c.	Annual General Meeting		
	Date	:	Tuesday, 25th July, 2017
	Time	:	3:30 p.m.
	Venue	:	M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001
d.	Financial Year		2016-2017
e.	Next Financial Year ending		31st March, 2018
f.	Next Annual General Meeting	:	By 30th September, 2018
g.	Financial Reporting for the year 2017-18		
	For 1st quarter ended 30th June, 2017		By 14th August, 2017
	For 2nd quarter ending 30th September, 2017		By 14th November, 2017
	For 3rd quarter ending 31st December, 2017		By 14th February, 2018
	For 4th quarter ending 31st March, 2018		By 30th May, 2018
h.	Date of Book Closure	:	From Tuesday, 18th July, 2017
			To Tuesday, 25th July, 2017
			(Both days inclusive)
	Dividend Payment Date	:	N.A.
i.	Listing on Stock Exchange	:	Bombay Stock Exchange Ltd., Mumbai (BSE) National Stock Exchange of India Ltd., Mumbai (NSE) The Company has paid annual listing fees due to BSE and NSE for the year 2016-17.
j.	Stock Exchange Code Number	:	BSE Scrip Code : 507180
			NSE Symbol : KESARENT
k.	Demat ISIN numbers in NSDL & CDSL	:	INE133BO1019
Address for correspondence by the Shareholders of the Company:			
M/s. Sharex Dynamic (India) Pvt. Ltd.		Kesar Enterprises Ltd.	
Registrar & Share Transfer Agents		Oriental House,	
Luthra Industria. Premises, Andheri Kurla Road,		7, J. Tata Road,	
Safed Pool, Andheri (E), Mumbai – 400 072		Churchgate, Mumbai-400020	
Tel.:28515606/ 28515644		Tel: 22042396 / 22851737	
Fax: 2851 28 85		Fax: 22876162	
Email: sharexindia@vsnl.com		Email:djs@kesarindia.com	

Share Transfer System:

The shares sent for transfer are registered and returned within the time limits.

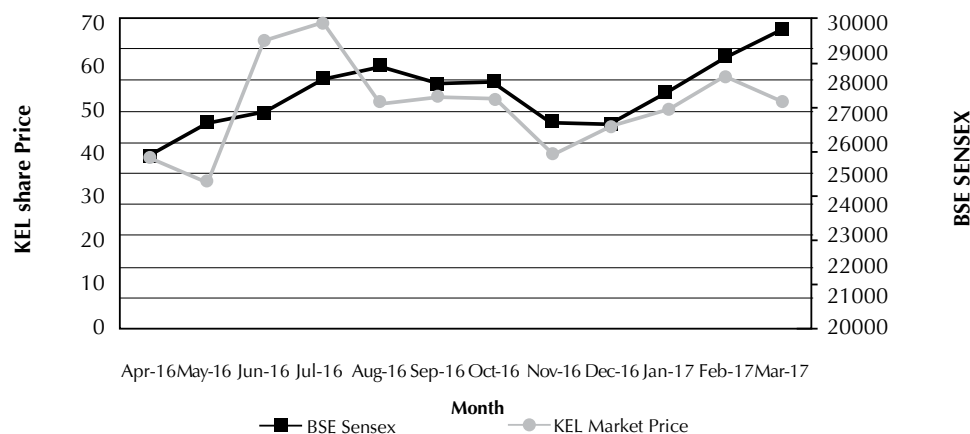
Pursuant to the SEBI (LODR) Regulation 2015, certificates on half yearly basis, have been issued by a Company Secretary in Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulation, 1996, certificates have also been received from Company Secretary in Practice for timely dematerialization of the shares of the Company and for conducting of Reconciliation of Share Capital Audit of the Company.

Stock Market Data:

The monthly high/low quotation of shares traded on BSE & NSE is as follows:

Month	BSE		NSE	
	High	Low	High	Low
April 2016	50.00	30.15	49.95	35.00
May 2016	48.00	31.05	47.90	32.90
June 2016	71.85	33.15	72.00	34.00
July 2016	75.90	59.25	77.00	51.70
August 2016	72.00	45.15	72.00	44.05
September 2016	67.00	45.60	67.40	45.15
October 2016	56.90	48.10	57.90	49.25
November 2016	53.85	31.10	53.00	30.60
December 2016	45.65	35.15	46.20	34.05
January 2017	57.85	45.50	57.90	46.25
February 2017	66.00	47.00	69.25	40.30
March 2017	59.55	51.00	59.80	50.15

Performance of the share price of the Company in comparison to the BSE Sensex:



Distribution of shareholding as on 31st March, 2017:

Shareholding in Nominal Value of Rs	Shareholders		Share Amount	
	Holders	% of Holders	In Rs.	% to Total
Upto - 5,000	4126	87.93	5140960.00	5.10
5,001 -10,000	281	5.99	2198510.00	2.18
10,001 - 20,000	143	3.05	2135400.00	2.12
20,001 - 30,000	43	0.92	1088220.00	1.08
30,001 - 40,000	29	0.62	1019250.00	1.01
40,001 - 50,000	14	0.30	644440.00	0.64
50,001 - 1,00,000	22	0.47	1727240.00	1.71
1,00,001 - and above	34	0.72	86842800.00	86.16
Total	4692	100.00	100796820.00	100.00

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Categories of Shareholders as on 31st March, 2017:

As on 31.03.2017 about 96.16% of the total shareholding in the Company representing 96,92,270 shares have been converted into dematerialized form.

Sr.	Category	No. of Shares Held	No. of Shares in Demat Form	% of Shareholding
A.	PROMOTERS HOLDING			
1	Promoters: - Indian Promoters	5806037	5806037	57.601
	- Foreign Promoters	-	-	-
2	Persons acting in concert	1250309	1165748	12.404
	Sub Total:	7056346	6971785	70.005
B.	NON-PROMOTERS HOLDING			
1.	INSTITUTIONAL			
	a. Mutual Funds & UTI	1200	0	0.012
	b. Banks, Financial Institutions, Insurance Companies	514694	513999	5.106
	c. FIs	0	0	0
C.	OTHERS:			
	a. Private Corporate Bodies	563835	562145	5.593
	b. Indian Public	1702050	1402984	16.887
	c. NRI's/ OCB's	53235	53035	0.528
	d. Clearing Members	188322	188322	1.869
	Sub Total:			
	GRAND TOTAL:	10079682	9692270	100.00

There are no Outstanding ADR's / GDR's or any Convertible Instruments as on date.

Guidance to Shareholders:

- The shareholders are requested to communicate their bank details, the change of address, if any, directly to M/s Sharex Dynamic (India) Pvt. Ltd., the Registrar & Share Transfer Agent of the Company located at the addresses mentioned in para 15 above.
- In case of lost / misplaced share certificates, shareholders should immediately lodge a FIR / Complaint with the police and submit with the Company, original / certified copy of FIR / acknowledged copy of the complaint and inform the Company to stop transfer of the said shares.
- For expeditious transfer of shares, shareholders should fill in complete and correct particulars in the transfer deed. SEBI vide its circular dated 27.4.2007 has made it mandatory for transactions involving transfer of shares in physical form the transferee(s) is required to furnish a copy of PAN card to the Company / RTAs for registration of such transfer of shares. SEBI vide its circular dated 7.1.2010 has made it mandatory to furnish a copy of PAN in the following cases:-
 - Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
 - Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more Shareholders.
- The Shareholder, whose signature has undergone any change over a period of time, is requested to lodge their new specimen signature duly attested by a bank manager.
- Any Shareholder of the Company who has multiple folios in identical names are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
- Nomination:** Section 72 of the Companies Act, 2013 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining succession certificate / probate of the will etc. it would therefore be in the best interest of shareholders holding shares in physical form registered as a sole holder to make such nominations. Shareholders, who have not availed of the nomination facility, are requested to avail the same by submitting the nomination form. This form will be made available on request. Shareholders holding shares in demat form are advised to contact their DP's for making nominations.
- As required by SEBI, shareholders may furnish details of their bank account number and name and address of

the bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

8. Shareholders, holding shares in electronic format are requested to deal only with their depository participants in respect of any change of address, nomination facility and furnishing bank account number etc.
9. Shareholders, who have not encashed their dividend warrants in respect of the dividend declared for the financial year 2008-2009 onwards, are requested to contact the Company and surrender their warrants for revalidation for payment. Shareholders are therefore requested to verify their records and send claims, if any, for the relevant years. The details of declared dividends are as under:

Date of declaration	For the Year	Rate of Dividend	Due date of transfer to IEPF
23.12.2010	2009-2010	@ 10%	21.02.2018
17.11.2011	2010-2011	@ 10%	14.01.2019

10. Shareholders may note that unclaimed dividend for a period of seven years from the date it becomes due for payment, shall be transferred to "Investor Education and Protection Fund" (IEPF) in terms of Section 125 of the Companies Act, 2013 [erstwhile Section 205C of the Companies Act, 1956]. Thereafter, the shareholders will not be able to get the same.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Kesar Enterprises Limited.

We have examined the compliance of conditions of Corporate Governance by Kesar Enterprises Limited, for the year ended on March 31, 2017, as stipulated in Regulation 17 to 27, Clauses (b) to (i) of Regulation 46 (2) and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

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

For Ragini Chokshi & Co.

Mrs. Ragini Chokshi
(Partner)
C.P. No. 1436
FCS No. 2390

Place : Mumbai
Date : 19.5.2017

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DECLARATION

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors/Management Personnel for the Financial Year 2016-17.

Mumbai
19th May, 2017

H R Kilachand
Chairman & Managing Director
DIN: 00294835

CERTIFICATION

Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors **Kesar Enterprises Limited**

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief :
 - (i.) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii.) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee:
 - (i.) there have been no significant changes in internal control over financial reporting during the year;
 - (ii.) there have been no significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - (iii.) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Rohit Balu
Chief Financial Officer

H R Kilachand
Chairman & Managing Director
DIN: 00294835

Mumbai,
19th May, 2017

INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Enterprises Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Kesar Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note No.41 to the financial statements. For the reason stated in the said note, the financial statements have been prepared on the assumption of going concern, despite accumulated losses resulting in erosion of its net worth. Our opinion is not modified in respect of this matter.

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Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. The matter described under the Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 on Contingent Liabilities to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) The company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account maintained by the company and as produced to us by the Management (Refer Note No. 37 to the financial statements);

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sumant Sakhardande

Partner

Membership No. 034828

Place: Mumbai

Date: May 19, 2017

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Enterprises Limited on the financial statements for the year ended March 31, 2017]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, fixed assets have been physically verified by the management as per the regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, material discrepancies identified on such verification have been properly dealt with in the books of account.
- (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company except for the details given below:

Land/ Building	Total number of cases	Leasehold/ Freehold	Gross Block as on March 31, 2017 (₹ in lac)	Net Block as on March 31, 2017 (₹ in lac)	Remarks
Land	19	Freehold	626.60	626.60	Mutation Pending with Local Authority

- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- (iv) Based on information and explanation given to us, the provisions of Section 185 of the Act are not applicable to the Company. Further, the Company has complied with the provisions of the Section 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under with regard to the acceptance of deposits. Further, as informed, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where the maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act and the rules framed there under and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delay in few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

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(b) According to the information and explanation given to us, the dues outstanding with respect to, sales tax, service tax, value added tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount ₹ in lac	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Central Sales	48.84	1989-90, 2002-03 & 2004-05	High Court, Allahabad
U.P. Trade Tax Act, 1948	U.P. Trade Tax	42.77	1989-90, 1993-94 to 1996-97 & 1999-2000	High Court, Allahabad
Central Excise Act, 1944	Excise Duty Spirits	1.08	2005-06	Supreme Court
Central Excise Act, 1944	Cenvat Credit on Steel Material	10.46	2012-13	Joint Commissioner CEX Meerut
Central Excise Act, 1944	Arrears of Overtime of Excise Personnel	15.72	2006-07, 2007-08 & 2008-09	High Court, Allahabad
Central Excise Act, 1944	Wrong Reversal of Cenvat Credit	24.14	2004-05	CESTAT, New Delhi
Central Excise Act, 1944	Excise Duty – Cenvat on Molasses and Baggase	2103.70	2003-04 to 2009-10	CESTAT, New Delhi
Central Excise Act, 1944	Excise Duty & Wrong Reversal of Cenvat Credit	43.48	2006-07 to 2008-09 & 2010-11 to 2012-13	A.E.C. (U.P.)
Central Excise Act, 1944	License Fee Payable	0.48	2007-08	A.E.C. (U.P.)
U.P. Tax on Entry of Goods into Local Area, 2007	Entry Tax – Sugar Sales	1004.49	2000-01 to 2007-08	D.C. (A) – Bareilly
Central Excise Act, 1944	Cenvat Credit Reversal	1.44	2012-13 to 2013-14	AC AEX Bareilly
Central Excise Act, 1944	Cenvat Credit on Steel Materials	5.13	2012-13	AC AEX Hapur
Central Excise Act, 1944	Cenvat Credit on Molasses	4028.52	2012-13 to 2013-14	Commissioner CEX Meerut
Central Excise Act, 1944	Cenvat Credit on Steel	6.67	2011-12	Add Commissioner CEX Meerut
U.P. Tax on Entry of Goods into Local Area, 2007	Entry Tax	119.35	2008-09 to 2010-11	A.C. (A) Bareilly
Central Sales Tax Act, 1956	Central Sales Tax – Distillery	7.20	1997-98	High Court, Allahabad
Central Excise Act, 1944	Cenvat Credit on Sale of Electricity	2.30	2012-2013	Commissioner CEX Meerut
Central Excise Act, 1944	Cenvat Credit on Steel	3.35	2014-15	AC AEX Barailly
Central Excise Act, 1944	Demand of reversal of Cenvat Credit Steel materials	7.20	2008-2009	Dy Comm CEX Bareilly
Central Excise Act, 1944	Demand on Service Tax on Commission	148.15	2014-15	AC AEX Hapur
Central Excise Act, 1944	Denial of Cenvat on MOLASSES Received	273.85	2015-2016	AC AEX Barailly
Central Excise Act, 1944	Disallow of Molasses Storage Loss	16.71	2009-10	A.E.C. (U.P.)
Central Excise Act, 1944	Excise Duty - Sale of Bagasse & Press Mud	17.04	2007-08	A.E.C. (U.P.)
Central Excise Act, 1944	Wrong Reversal Of CENVAT Credit	16.10	2007-08 & 2008-09 & 2010-2011 & 2012-2013	A.E.C. (U.P.)
Central Excise Act, 1944	Loss of Molasses sobatage	18.79	2016-17	AC AEX Barailly
Central Excise Act, 1944	Service Tax Credit Manpower Services etc.	13.01	2013-14	Commissioner (Appeals) Meerut
Central Excise Act, 1944	Service Tax on Selling Commission to Agents etc.	32.12	2011-12 to 2014-15	Joint Commissioner CEX Meerut
Central Excise Act, 1944	Service Tax on Suger Export Quota	43.89	2011-12	Addl. Commissioner CEX Meerut

Name of the statute	Nature of dues	Amount ₹ in lac	Period to which the amount relates	Forum where dispute is pending
U.P. Value Added Tax Act, 2008	U.P. Vat-Sugar	5.09	2013-14	Addl. Commissioner (Appeals), Commercial Tax, BLY
Central Excise Act, 1944	Wrong Reversal Cenvat Credit-Iron & Steel, Welding Electrodes	5.49	2005-06	Supreme Court SLP No. 24645

(viii) The Company has not taken any loan or borrowing from financial institution, Government or through debenture holders. According to the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings to banks, except for details given below:

Particulars	Amount of default as at March 31, 2017 (₹ in lac) (More than 12 months)	Amount of default as at March 31, 2017 (₹ in lac) (Less than 12 months)
Banks	2,760.50	1,769.70
Others	794.96	636.49

- (ix) The Company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, the Company has not made provision for managerial remuneration during the year. Therefore, paragraph 3(xi) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sumant Sakhardande

Partner

Membership No. 034828

Place: Mumbai
Date: May 19, 2017

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ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Kesar Enterprises Limited on the financial statements for the year ended March 31, 2017]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Kesar Enterprises Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone* financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sumant Sakhardande

Partner

Membership No. 034828

Place: Mumbai

Date: May 19, 2017

Annual Report 2016-2017

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As at 31st March, 2017	(₹ In Lac) As at 31st March, 2016
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	1,007.97	1,007.97
(b) Reserves and Surplus	3	12,673.91	4,084.82
2 Non Current Liabilities			
(a) Long Term Borrowings	4	2,042.70	11,905.65
(b) Other Long Term Liabilities	5	278.53	264.47
(c) Long Term Provisions	6	619.95	537.30
Current Liabilities			
(a) Short Term Borrowings	7	9,058.16	15,419.71
(b) Trade Payables	8		
(i) Outstanding dues of Micro and Small Enterprises		142.92	136.52
(ii) Outstanding dues of creditors other than Micro and Small Enterprises		8,198.74	15,036.62
(c) Other Current Liabilities	9	23,763.64	6,706.05
(d) Short Term Provisions	10	132.99	130.43
Total		57,919.51	55,229.54
II ASSETS			
1 Non Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		48,428.23	42,579.35
(ii) Intangible Assets		5.29	6.78
(iii) Capital Work - in - Progress		7.91	7.91
(b) Non Current Investments	12	54.53	54.46
(d) Long Term Loans and Advances	13	362.16	404.63
(e) Other Non Current Assets	14	164.94	162.39
2 Current Assets			
(a) Inventories	15	2,489.98	7,581.52
(b) Trade Receivables	16	3,804.87	3,469.61
(c) Cash and Bank Balances	17	138.33	643.42
(d) Short Term Loans and Advances	18	152.12	185.75
(e) Other Current Assets	19	2,311.15	133.72
Total		57,919.51	55,229.54
Significant Accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sumant Sakhardande

Partner

Membership No. 034828

Place: Mumbai

Date: 19th May, 2017

For and on behalf of the Board of Directors

H R KILACHAND

Chairman & Managing Director

DIN:00294835

P N DUBEY

Director

DIN:02132564

ROHIT BALU

Chief Financial Officer

D J SHAH

Director & Company Secretary

DIN:03095028

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

(₹ In Lac)

Particulars	Note No.	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
I. REVENUE			
Revenue from Operations (Gross)	20	38,978.81	37,734.84
Less: Excise Duty		1,682.00	5,886.65
Revenue from Operations (Net)		37,296.81	31,848.19
II. Other Income	21	333.19	111.20
III Total Revenue (I + II)		37,630.00	31,959.39
IV. EXPENSES			
Cost of Materials Consumed	22	21,715.23	24,763.68
Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade	23	5,311.95	536.94
Employee Benefits Expense	24	1,716.36	2,490.67
Finance Costs	25	4,033.26	4,210.33
Depreciation and Amortization Expense	11	1,897.64	2,582.51
Other Expenses	26	2,125.14	2,280.47
Total Expenses		36,799.58	36,864.60
V Net Profit/(Loss) Before Tax (III-IV)		830.42	(4,905.21)
VI Tax Expense:			
a Current Tax		-	-
b MAT Credit entitlement reversed		9.05	38.17
c Deferred Tax		-	378.84
VII Net Profit/(Loss) for the Period (V-VI)		821.37	(5,322.22)
Basic Earnings Per Equity Share	36	8.15	(53.00)
Diluted Earnings Per Equity Share		8.15	(53.00)
[Nominal Value of Equity Share ₹ 10/- (P.Y. ₹ 10/-)]			
Significant Accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

For and on behalf of the Board of Directors

Sumant Sakhardande

Partner

Membership No. 034828

H R KILACHAND

Chairman & Managing Director

DIN:00294835

P N DUBEY

Director

DIN:02132564

Place: Mumbai

Date: 19th May, 2017

ROHIT BALU

Chief Financial Officer

D J SHAH

Director & Company Secretary

DIN:03095028

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1. Significant Accounting Policies

(a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read together with Rule 7 of the Companies (Accounts) Rules, 2014 the relevant provisions of the Companies Act 2013 as applicable, and guidelines issued by The Securities Exchange Board of India (SEBI) as applicable. The financial statements have been prepared and presented under the historical cost convention on an accrual basis, except Land, Building, Plant & Equipments, which are carried at revalued amount. The accounting policies have been consistently applied by the Company with those of the previous period in accordance with Generally Accepted Accounting Principles in India.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of the revenue and expenses during the reporting period and disclosures of contingent liabilities as of the date of the financial statements. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

(c) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- (i) Sale of goods: Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Sales are net of value added taxes and excise duty.
- (ii) Income from services is recognised (net of service tax as applicable) as they are rendered, based on agreement/arrangement with the concerned parties.
- (iii) Dividend income is accounted for when the right to receive the income is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.
- (iv) Insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.
- (v) Renewable Energy Certificates (REC's) entitlements owing to generation of power are recognised to the extent of sold.

(d) Fixed Assets

- (i) Fixed Assets (whether Tangible or Intangible) except Freehold Land are stated at cost of acquisition less accumulated depreciation/ amortization/ impairment loss (if any), net of CENVAT (wherever claimed). The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalization criteria are met and other incidental expenses incurred in relation to their acquisition/ bringing the assets for their intended use.
- (ii) Freehold Lands are stated at cost of acquisition including revaluation amount.
- (iii) The Company has revalued Land, Building & Plant & Equipment's. The assets are stated at fair market value less accumulated depreciation recognized after the date of the revaluation. Revaluation Reserve to the extent of amount in excess of Written Down Value, is shown as Revaluation Reserve under the head "Reserves & Surplus".
- (iv) Subsequent additional expenditure related to fixed assets are added only if they increase the future economic benefits from the existing assets beyond its previously assessed standard of performance.

(e) Depreciation

- (i) Leasehold Land and Premium on Leasehold Land is amortised over the period of lease.
- (ii) Depreciation on the Bio-Gas Plant, Plant & Machinery installed for Expansion and Modernisation and Assets taken on lease has been provided on a Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iii) For all other assets, depreciation is provided on a Written Down Value Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iv) Depreciation on Assets, whose actual cost does not exceed ₹ 0.05 Lac for each asset is provided at the rate of hundred percent.
- (v) Depreciation on revalued portion is provided for the balance estimated useful life of the respective assets.
- (vi) For assets added / disposed off during the year, depreciation has been provided on a pro-rata basis with reference to the period, at the applicable rates.

(f) Capital Work-in-Progress

Expenditure during the construction/ pre-operative period is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on the completion of their construction.

(g) Impairment of Assets

The carrying amounts of assets / cash generating units at each balance sheet date are reviewed for impairment of assets. If any indication of such impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. Impairment loss recognised in prior years is reversed when there is indication that an Impairment loss recognised for an asset no longer exists or has decreased

(h) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(i) Leases (where the company is a lessee)

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

(j) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term/ non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the long term investments.

(k) Inventories

- (i) Raw Materials, Work-in-Process and Stores and Spares are valued at lower of cost arrived on weighted average method and Net Realisable Value.
- (ii) Finished Goods and Trading Goods are valued at lower of cost and Net Realisable Value. Cost includes direct material, direct labour, excise duty and attributable overheads.
- (iii) By-Products and Scrap Materials are valued at estimated net realisable value.

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Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(l) Foreign Currency Transactions

Transactions in foreign currencies are accounted at the initially recorded exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in statement of profit and loss. In case of forward contracts (non speculative), the premium or discount being the differences between the forward exchange rate and the exchange rate at the inception of the contract is recognized as expense or income over the life of the contract. The exchange difference either on settlement or translation is recognized in the statement of profit and loss.

Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are reported using the exchange rate prevalent at the date of transaction.

(m) Research & Development Expenditure

Expenditure during Research phase is charged off to the statement of Profit and Loss in the year in which it is incurred and expenditure during Development phase is shown as an addition to Fixed Assets, if it is materialized, else it is charged off in the year where it is not materialized.

(n) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss after tax for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(o) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(p) Income-tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of timing differences between taxable income and accounting income during the current year and reversal of timing differences of earlier years.

Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted / substantively enacted at the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty, except for carried forward losses and unabsorbed depreciation which is recognized based on virtual certainty, supported by convincing evidence that the assets will be realized in future against future taxable profits.

Carrying amount of deferred tax assets are reviewed as at each balance sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realised against future taxable income.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax asset and deferred tax liability relate to same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit become eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT credit entitlement. The Company review the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period

(q) Segment Reporting

The segment reporting is in line with the accounting policies of the Company. Inter segment transactions have been accounted for based on the price which has been arrived at considering cost plus appropriate margins. Revenue and expenses that are directly identifiable with or allocable to segments are considered for determining the segment results. Segment assets and liabilities include those directly identifiable with the respective segments. Business segments are identified on the basis of the nature of products, the risk/return profile of the individual business, the organizational structure and the internal reporting system of the Company.

(r) Retirement and other employee Benefits

- (i) Retirement benefits in the form of Provident Fund and Superannuation Fund is a defined contribution scheme and the contributions are charged to the statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- (ii) Gratuity and Leave Encashment liability is defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method.
- (iii) Compensated absences are provided for based on actuarial valuation on projected unit credit method.
- (iv) Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

(s) Contingent Liabilities

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

Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are neither recognized nor disclosed, in the financial statements

(t) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(u) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is netted off with the related costs, which they are intended to Compensate. Where the grant relates to fixed asset, it is deducted from the gross value of the respective fixed asset.

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NOTES FORMIG PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2017

2 SHARE CAPITAL PARTICULARS	(₹ In Lac)			
	As at 31st March, 2017		As at 31st December, 2016	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹ 10/- each	12,000,000	1,200.00	12,000,000	1,200.00
Preference Shares of ₹ 10/- each	10,000,000	1,000.00	6,000,000	600.00
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10/- each	10,079,682	1,007.97	10,079,682	1,007.97
Total	10,079,682	1,007.97	10,079,682	1,007.97

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

Equity Shares Outstanding

Shares outstanding at the beginning of the year	10,079,682	1,007.97	10,079,682	1,007.97
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,079,682	1,007.97	10,079,682	1,007.97

(b) **Terms/rights attached to Equity Shares**

The Company has only one class of Equity Shares having a par value of ₹ 10 /- per Share. Each Holder of Equity Shares is entitled to one vote per Share. The Company declares and pays Dividends in Indian Rupees. The Dividend, if proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except for interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

(c) **Details of Shareholders holding more than 5% Shares in the Company**

Equity Shareholder

Name of Shareholder	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kesar Corporation Pvt. Ltd.	2,337,922	23.19	2,337,922	23.19
Seel Investment Pvt. Ltd.	3,225,699	32.00	3,225,699	32.00
H R Kilachand	556,352	5.52	556,352	5.52

NOTES FORMIG PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2017

3. RESERVES & SURPLUS PARTICULARS	As at 31st March, 2017	(₹ In Lac) As at 31st March, 2016
(a) Capital Reserves	67.90	67.90
(b) Securities Premium Reserve		
Opening Balance	801.05	792.19
Add : Securities premium credited on Share issued	-	8.86
Closing Balance	801.05	801.05
(c) Revaluation Reserves		
Opening Balance	20,897.39	21,862.29
Less: Transfer to General Reserve	695.56	964.90
Less: Deduction during the year	113.94	-
Add: Addition during the year	7,879.04	-
Closing Balance	27,966.93	20,897.39
(d) Storage and Effluent Disposal Reserves:		
(Refer Note No 29)		
(i) Storage Reserves for Alcohol:		
Opening Balance	5.26	4.83
Add: Current Period Transfer	-	0.43
Closing Balance	5.26	5.26
(ii) Storage Reserves for Molasses:		
Opening Balance	53.45	48.81
Add: Current Period Transfer	2.62	4.64
Closing Balance	56.07	53.45
(iii) Effluent Disposal Reserves		
Opening Balance	5.59	5.14
Add: Current Period Transfer	-	0.45
Closing Balance	5.59	5.59
(e) General Reserve		
Opening Balance	2,635.16	1,670.26
Add: Transfer from Revaluation Reserve	695.56	964.90
Closing Balance	3,330.72	2,635.16
(f) Surplus		
Opening balance	(20,380.98)	(15,058.76)
Less: Net Profit / (Loss) for the Period	821.37	(5,322.22)
Closing Balance	(19,559.61)	(20,380.98)
Total	12,673.91	4,084.82

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4. LONG TERM BORROWINGS

(₹ In Lac)

PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
(a) Secured Borrowings		
(i) Term Loans from Banks		
(1) Sugar Development Fund (Modernisation Loan)	453.89	453.89
<p>Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future</p> <p>Terms of Repayments: Tranche I: Repayable in 5 annual installments of ₹ 44.05 Lac each, starting from August 3, 2018 to August 3, 2022.</p> <p>Tranche II: Repayable in 5 annual installments of ₹ 46.72 Lac each, starting from August 15, 2018. to August 15, 2022.</p>		
(2) Sugar Development Fund (Co-Gen Term Loan)	794.96	1,431.46
<p>Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future</p> <p>Terms of Repayments: Tranche I: Repayable in 10 half yearly installments of ₹159.77 Lac each, starting from July 4, 2014 to January 4, 2019.</p> <p>Tranche II: Repayable in 10 half yearly installments of ₹158.47 Lac each, starting from March 2015 to September 2019.</p>		
(3) UCO Bank Ltd. (Co-Gen Term Loan)		
Term Loan	-	3,425.84
Funded Interest Term Loan (FITL)	-	720.00
<p>Primary Security: Secured by way of first pari passu charge on all Fixed Assets of Sugar, Distillery and Power Division at Baheri both present and future, and 1st pari passu charge on the Current Assets of proposed Power Project both present and future.</p> <p>Collateral Security: Secured by way of 2nd pari passu charge on the Current Assets of Sugar and Distillery Division at Baheri (except Sugar Stocks pledged) both present and future</p> <p>Personal Guarantee: Personal Guarantee of Shri H R Kilachand</p> <p>Terms of Repayments: Repayable in 24 quarterly instalments of ₹ 171.29 Lac & ₹ 42.17 lac each, starting from quarter ending September 2016 to June 2022 as per bilateral debt restructuring plan.</p>		
(4) Allahabad Bank (Modernisation Term Loan)	-	37.00
<p>Primary Security: Secured by way of first pari passu charge on all Fixed Assets of Sugar Division at Baheri both present and future</p> <p>Collateral Security: Secured by way of 2nd pari passu charge on the Current Assets of Sugar and Distillery Division at Baheri (except Sugar Stocks pledged) both present and future</p> <p>Terms of Repayments: Repayable in 24 quarterly installments of ₹ 20 Lac each, starting from November 2011 to August 2017.</p>		

PARTICULARS	As at 31st March, 2017	As at 31st March, 2016	
(5) Allahabad Bank (Co-Gen Term Loan)			
Term Loan	-	3,644.16	
Funded Interest Term Loan (FITL)	-	720.00	
<p>Primary Security: Secured by way of first pari passu charge on all Fixed Assets of Sugar, Distillery and Power Division both present and future at Baheri Secured by way of 1st pari passu charge on the Current Assets of Power at Baheri Project both present and future.</p> <p>Collateral Security: Secured by way of 2nd pari passu charge on the Current Assets of Sugar and Distillery Division at Baheri (except Sugar Stocks pledged) both present and future. Personal Guarantee: Personal Guarantee of Shri H R Kilachand.</p> <p>Terms of Repayments: Repayable in 24 quarterly instalments of ₹ 182.21 Lac & 45.00 Lac each, starting from quarter ending September 2016 to June 2022 as per bilateral debt restructuring plan.</p>			
(b) U.P. Co-Operative Bank, SEFA Loan (Scheme for Extending Financial Assistance to Sugar Undertakings, 2014).	623.85	1,303.30	
<p>Security: Secured by way of residual charge on the Fixed Assets of the Sugar Division situated at Baheri, on pari passu basis Terms of Repayment: Repayable in 5 years including 2 years of moratorium i.e 36 Equally monthly installment of ₹ 56.67 lac from March, 2016.</p> <p>Rate of Interest: ranging from 4% to 12% p.a. for above loans</p>			
Total Secured Borrowings	1,872.70	11,735.65	
<p>(Out of the total secured borrowings of ₹ 15,613.73 Lac (P.Y. ₹ 15,761.51 Lac), borrowings of ₹ 13,741.03 Lac (P.Y. ₹ 4,025.86 Lac) having current maturities, have been disclosed in Note No: 9)</p>			
(b) Unsecured Borrowings			
Loans from Related Parties	170.00	170.00	
<p>Interest free and repayable on demand but not before 12 months from the date of Balance Sheet (Refer note No 33)</p>			
Total Unsecured Borrowings	170.00	170.00	
<p>(Out of the total unsecured borrowings of ₹ 170.00 Lac (P.Y. ₹ 241.33 Lac), borrowings of ₹ Nil Lac (P.Y. ₹ 71.23 Lac) having current maturities, have been disclosed in Note No:9)</p>			
Total	2,042.70	11,905.65	
Details of Default in repayment of principle Instalment & Interest			
Particulars	Banks	Others	₹ in Lac Total
0-90 Days	209.56	466.16	675.72
90-180 Days	170.01	250.86	420.87
More Than 180 Days	28.94	1,323.20	1,352.14
Total	408.51	2,040.22	2,448.73

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5. OTHER LONG TERM LIABILITIES

PARTICULARS	(₹ In Lac)	
	As at 31st March, 2017	As at 31st March, 2016
Deposits from Dealers & Customers (Repayable on cancellation of distributionship and Interest in the range of 9% to 12% p.a.)	59.06	63.06
Payable to Related Party	219.47	201.41
Total	278.53	264.47

6. LONG TERM PROVISIONS

Provision for Employees Benefits		
(i) Leave Encashment (Non funded)	70.40	68.68
(ii) Gratuity (Funded)	549.55	468.62
Total	619.95	537.30

7. SHORT TERM BORROWINGS

(a) Secured Loans from Banks

Cash Credit Facilities

(i) Allahabad Bank	-	4,312.35
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Security:

Sugar Division: Secured by pledge of Sugar Stock and second pari passu charge on Fixed Assets of Sugar and Spirit Division
Spirit Division: Secured by way of hypothecation of Current Assets of Sugar Division (except Sugar Stock) & **Spirit Division** and by second pari passu charge on Fixed Assets of Sugar & Spirit Division.

Seed Division: Secured by way of hypothecation of Current Assets of Seed Division and second pari passu charge on Fixed Assets of Sugar & Spirit Division

(ii) U. P. Co - Operative Bank	6,297.66	6,346.86
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Security: Secured by pledge of Stocks of Sugar and further secured by second pari passu charge on Fixed Assets of Sugar Division

(b) Unsecured loans from Banks

(as appearing in books)

(i) From UCO Bank	2,760.50	2,760.50
(ii) From Allahabad Bank	-	2,000.00

Rate of Interest in the range of 7% to 13.70%

Total	9,058.16	15,419.71
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Details of Default in repayment of Principal Instalment & Interest

Particulars	₹ in Lac Banks
0-90 Days	72.83
90-180 Days	74.45
More Than 180 Days	3,067.37
Total	3,214.65

8. TRADE PAYABLES	(₹ In Lac)	
PARTICULARS	As at 31st March, 2017	As at 31st March, 2016
For goods and services received		
(a) Outstanding Dues to Micro and Small Enterprises (Ref Note No.30)	142.92	136.52
(b) Outstanding Dues of Creditors other than Micro and Small Enterprises	8,198.74	15,036.62
Total	8,341.66	15,173.14
9. OTHER CURRENT LIABILITIES		
(a) Current maturities of Long Term Debts		
(i) Current maturities of Long Term Debts - Secured Borrowings (Refer Note No 4)	3,116.37	4,025.86
(ii) Current maturities of Long Term Debts - Unsecured Borrowings (Refer Note No 4)	-	71.23
(b) Recalled Long Term Borrowings including Interest (Secured) (As appearing in the books)	11,912.24	-
(c) Recalled Short Term Borrowings including Interest (Secured) (As appearing in the books)	6,263.25	-
(d) Interest accrued but not due on Borrowings	182.04	434.29
(e) Interest accrued and due on Borrowings	1,046.56	465.95
(f) Advance received from Customers	36.13	347.41
(g) Other Advances	71.00	-
(h) Unpaid Dividends (Investor Education and Protection Fund will be credited by following amounts as and when due)	2.03	4.57
(i) Payables for Capital Goods	544.48	533.73
(j) Payables for Other Contractual Obligations	237.40	317.91
(k) Statutory Dues	352.14	495.46
(l) Bank Account Book Overdraft	-	9.64
Total	23,763.64	6,706.05
10. SHORT TERM PROVISIONS		
(a) Provision for Employees Benefits		
(i) Gratuity (Funded)	83.45	89.38
(ii) Leave Encashment (Unfunded)	32.01	25.78
(b) Others	17.53	15.27
Provision of Income Tax including Wealth Tax [Net of Advance Payment of Income Tax including Wealth Tax ₹ 116.36 Lac (P.Y. ₹ 439.49 Lac)		
Total	132.99	130.43

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Particulars	Gross Block				Accumulated Depreciation			Net Block
	Balance as at 1st April, 2016	Additions	Disposals/ Deduction	Balance as at 31st March, 2017	Balance as at 1st April, 2016	Depreciation / amortization charge for the year	Disposals/ Deduction	Balance as at 31st March, 2017
(a) Tangible Assets								
(i) Land								
(1) Freehold	5,877.38	3,603.76	-	9,481.14	-	-	-	9,481.14
(2) Lease hold Land Premium	0.06	-	-	0.06	0.04	-	-	0.04
(3) Leasehold Land	6,467.08	281.48	-	6,748.56	220.79	65.57	-	286.36
	12,344.52	3,885.24	-	16,229.76	220.83	65.57	-	286.40
(ii) Buildings	9,162.48	658.84	-	9,821.32	3,479.03	588.60	-	4,067.63
(iii) Plant and Equipments	35,646.21	3,340.96	252.85	38,734.32	11,120.69	1,169.79	229.80	12,060.68
(iv) Office Equipments	601.50	0.89	54.80	547.59	566.38	10.87	53.44	523.81
(v) Vehicles	274.53	-	21.64	252.89	256.33	3.66	20.78	239.21
(vi) Furniture and Fixtures	587.34	0.43	376.40	211.37	393.99	57.95	260.65	191.29
Total (a)	58,616.58	7,886.36	705.69	65,797.25	16,037.25	1,896.44	564.67	17,369.02
(b) Intangible Assets								
Computer software	146.84	-	16.41	130.43	140.07	1.20	16.13	125.14
Total (b)	146.84	-	16.41	130.43	140.07	1.20	16.13	125.14
Total (a+b)	58,763.42	7,886.36	722.10	65,927.68	16,177.32	1,897.64	580.80	17,494.16
(c) Capital Work in Progress	7.91	-	-	7.91	-	-	-	7.91
Total (a+b+c)	58,771.33	7,886.36	722.10	65,935.59	16,177.32	1,897.64	580.80	17,494.16
								48,441.43

Notes: Land, Building & Plant and Equipments revalued as on 31st March, 2017 in accordance with AS-10 by the Company, resulted in increase in the value of Land, Building & Plant and Equipments by ₹7,879.04 lac and included in total addition of ₹7,886.36 lac in Gross Block and revaluation of Furniture & Fixtures not considered by the company hence revaluation reserve reversed of ₹314.57 lac included in total deduction of ₹722.10 Lac in Gross Block. The revaluation of the Land, Building & Plant and Equipments resulted into additional Depreciation charge of ₹695.56 lac for the year.

11. FIXED ASSETS (owned, unless stated otherwise) (FOR THE PERIOD OF FIFTEEN MONTHS ENDED ON 31ST MARCH, 2016) (₹ In Lac)

Particulars	Gross Block			Accumulated Depreciation			Net Block
	Balance as at 1st January, 2015	Additions	Disposals / Deduction	Balance as at 31st March, 2016	Balance as at 1st January, 2015	Depreciation / amortization charge for the year	
(a) Tangible Assets							
(i) Land							
(1) Freehold	5,877.38	-	-	5,877.38	-	-	5,877.38
(2) Lease hold Land Premium	0.06	-	-	0.06	0.04	-	0.02
(3) Leasehold Land	6,467.09	-	-	6,467.09	138.88	81.91	6,246.30
	12,344.53	-	-	12,344.53	138.92	81.91	12,123.70
(ii) Buildings	9,193.53	-	31.04	9,162.49	2,629.16	859.05	5,683.47
(iii) Plant and Equipments	35,464.04	190.58	13.01	35,641.61	9,663.76	1,462.07	24,525.49
(iv) Office Equipments	595.47	8.96	2.93	601.50	526.61	42.73	34.84
(v) Vehicles	291.15	-	16.66	274.49	259.58	11.12	18.21
(vi) Furniture and Fixtures	616.57	0.40	25.02	591.95	299.14	122.68	193.64
Total (a)	58,505.29	199.94	88.66	58,616.57	13,517.17	2,579.56	42,579.35
(b) Intangible Assets							
Computer software	146.84	-	-	146.84	137.11	2.95	6.78
Total (b)	146.84	-	-	146.84	137.11	2.95	6.78
Total (a+b)	58,652.13	199.94	88.66	58,763.41	13,654.28	2,582.51	42,586.13
(c) Capital Work in Progress							
	89.03	181.93	263.05	7.91	-	-	7.91
Total (a+b+c)	58,741.16	381.87	351.71	58,771.32	13,654.28	2,582.51	42,594.04

Notes: The written down value of Freehold Land, Leasehold Land, Building, Plant and Equipments and Furniture and Fixtures revalued by the Company on 30th June, 2012 were ₹ 4,715.42 lac and their fair market value were ₹ 27,923.26 lac. Hence, the revaluation resulted in increase in the value of Freehold Land, Leasehold Land, Building, Plant and Equipments and Furniture and Fixtures by ₹ 23,207.84 lac. The revaluation of the Freehold Land, Leasehold Land, Building, Plant and Equipments and Furniture and Fixtures resulted into additional Depreciation charge of ₹ 964.91 lac for the period under consideration. Depreciation on revalued portion is provided for the balance estimated useful life of the respective assets and equivalent amount is transferred from Revaluation Reserve to General reserve.

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12. NON CURRENT INVESTMENTS

PARTICULARS

(₹. In Lac)

As at
31st March, 2017

As at
31st March, 2016

Other Investments (at cost unless otherwise stated)

(a) In fully paid Equity Shares (Unquoted)

(i)	300 Shares of ₹ 100/- each (P.Y.: 300 Shares of ₹ 100/- each) of U.P. Seeds & Tarai Development Corporation Ltd.	0.30	0.30
(ii)	5 Shares of ₹ 10/- each (P.Y.: 5 Shares of ₹ 10/- each) of Baheri Co-operative Cane Development Union Ltd.	-	-
(iii)	17 Shares of ₹ 20/- each (P.Y. 17 Shares of ₹ 20/- each) of Sahakari Ganna Vikas Samiti Ltd.	-	-
(iv)	1 Share of ₹ 100/- (P.Y.: 1 Share of ₹ 100/-) of Ganna Beej Nigam, Bareilly	-	-
(v)	1 Share of ₹ 20/- (P.Y.: 1 Share of ₹ 20/-) of Bhojeeपुरा Co-operative Cane Development Union Ltd.	-	-
(vi)	25,000 Equity Shares of ₹ 10/- each (P.Y.: 25,000 Equity Shares of ₹10/- each) of Kesar Multimodal Logistics Ltd. (Extent of holding 0.06% (P.Y.:0.06%)).	2.50	2.50
(vii)	10 Equity Shares of ₹ 1000/- each (P.Y.: 10 Equity Shares of ₹ 1000/- each) of Antophill Warehousing Company Ltd.	0.10	0.10

Total

2.90

2.90

(b) In fully paid Equity Shares (Quoted)

(i)	10,40,000 Equity Shares of ₹ 5/- each (P.Y.: 5,00,000 Equity Shares of ₹ 10/- each) of Kesar Terminals and Infrastructure Limited (Extent of Holding 9.52% [P.Y.: 9.52%])	50.00	50.00
(ii)	Nil Equity Shares of ₹ 2/- each (P.Y.: 43,200 Equity Shares of ₹ 2/- each) of Walchandnagar Industries Ltd. [Extent of holding Nil% (P.Y.: 0.11%)]	-	0.27
(iii)	9,105 Equity Shares of ₹ 10/- each (P.Y.: 9,230 Equity Shares of ₹ 10/- each) of Shervani Industrial Syndicate Ltd. [Extent of holding 0.28% (P.Y.0.28%)]	0.22	0.23
(iv)	2,885 Equity Shares of ₹ 2/- each (P.Y.: 15,000 Equity Shares of ₹2/- each) of Indian Hume Pipe Co. Ltd. [Extent of holding 0.006% (P.Y.: 0.01%)]	0.03	0.18

(c) Investment in Government Security

National Savings Certificates (Lodged as security deposit)	1.38	0.88
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Total

51.63

51.56

Total (a+b)

54.53

54.46

Aggregate cost of Quoted Investments

50.25

50.68

Aggregate cost of Unquoted investments

4.28

3.78

Total

54.53

54.46

Market Value of Quoted Investments

2,032.95

2,034.33

13. LONG TERM LOANS AND ADVANCES PARTICULARS	As at 31st March, 2017	(₹ In Lac) As at 31st March, 2016
(a) Security Deposits	24.26	15.03
(b) MAT Credit entitlement	16.94	16.94
(c) Balance with Government Authorities	277.70	293.04
(d) Other Loans and Advances		
Unsecured, considered good	43.26	79.62
Unsecured, considered doubtful	54.18	11.46
	97.44	91.08
Less: Provision for doubtful advances	54.18	11.46
	43.26	79.62
Total	362.16	404.63
14. OTHER NON CURRENT ASSETS		
(a) Fixed Deposits with maturity of more than 12 months (Under lien for issuing various Bank Guarantees in favour of Government authorities)	152.54	152.31
(b) Interest Accrued on Bank Fixed Deposits	11.74	9.50
(c) Interest Accrued on Investments	0.66	0.58
Total	164.94	162.39
15. INVENTORIES		
(a) Raw Materials and components (Valued at lower of Cost or NRV)		
(i) Molasses	14.79	14.79
(ii) Malt Spirit	8.33	8.33
	23.12	23.12
(b) Work-in-progress (Valued at lower of Cost or NRV)		
(i) Sugar	27.43	44.50
(ii) Molasses	0.47	1.09
	27.90	45.58
(c) Finished goods (Valued at lower of Cost and Net Realisable Value)		
(i) Sugar *	851.19	6,451.93
(ii) Spirits *	67.82	67.82
(iii) Banked Power	43.02	40.43
	962.03	6,560.18
(d) By - Products (Valued at estimated realisable value)		
(i) Molasses	936.01	632.13
(ii) Bagasses	305.00	51.88
	1,241.01	684.01
(e) Stores and spares (Valued at Cost)	235.92	268.62
Total	2,489.98	7,581.52

* includes Excise Duty on Closing Stock ₹200.63 Lac (P.Y. ₹ 403.43 Lac)

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PARTICULARS	(₹ In Lac)	
	As at 31st March, 2017	As at 31st March, 2016
16. TRADE RECEIVABLES		
(Unsecured, considered good unless stated otherwise)		
(a) Outstanding for a period exceeding six months from the date they are due for payment	172.52	714.24
Unsecured, considered doubtful	177.63	8.67
	350.15	722.91
Less: Provision for doubtful debts	177.63	8.67
	172.52	714.24
 (b) Others	 3,632.35	 2,755.37
Total	3,804.87	3,469.61
 17. CASH AND BANK BALANCES		
(a) Cash & Cash Equivalent		
(i) Balance with Bank on Current Account	69.30	607.46
(ii) Cash on hand	1.17	0.67
(b) Other Bank Balance		
(i) On Unclaimed Dividend Accounts	2.03	4.57
(ii) Fixed deposit with original maturity of more than 12 months	65.83	30.72
Total	138.33	643.42
 18. SHORT TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
(a) Advances to Employees	2.08	1.26
(b) Receivables from Related Party	40.30	17.24
(c) Others (advance excise duty, advance to supplier & Others)	109.74	167.25
Total	152.12	185.75
 19. OTHER CURRENT ASSETS		
(a) Refund of Cane Commission Receivables	-	133.72
(b) Balance in Designated Escrow Bank Account	2,311.15	-
Total	2,311.15	133.72

KESAR ENTERPRISES LIMITED

(₹ In Lac)

PARTICULARS

**For the year ended
on 31st March, 2017**

**For the period of
fifteen months ended
on 31st March, 2016**

20. REVENUE FROM OPERATIONS

(a) Sale of Products

(i) Manufactured Goods

Sugar	33,108.36	24,916.45
Power	4,685.46	4,780.88
Spirits	0.99	7,715.64
By - Products	998.07	157.20
Less: Transferred to Molasses & Alcohol Storage Reserves and Effluent Disposal Reserves	2.62	5.52

	38,790.26	37,564.65
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(ii) Traded Goods (Seeds)

	-	6.84
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(b) Other Operating Revenue

Scrap Sale	15.57	11.50
Sale of REC	146.20	96.41
Sundry Income	26.78	55.44

Total Other Operating Revenue	188.55	163.35
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Total (a+b)	38,978.81	37,734.84
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Less: Excise Duty	1,682.00	5,886.65
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Total	37,296.81	31,848.19
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21. OTHER INCOME

(a) Dividend Income	5.07	18.60
(b) Interest Income		
(i) On Fixed Deposits	16.47	21.29
(ii) Others	0.10	0.25
(c) Rent	44.82	54.74
(d) Credit Balance/ Excess Provision Written Back	88.75	11.92
(e) Profit on sale of Investments	177.99	-
(f) Insurance Claims received	-	4.40

Total	333.19	111.20
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Annual Report 2016-2017

PARTICULARS	(₹ In Lac)	
	For the year ended on 31st March, 2017	For the period of fifteen months ended on 31st March, 2016
22. COST OF MATERIAL CONSUMED		
(a) Raw Materials Consumed		
(i) Sugar Cane		
Opening Stock	-	-
Add: Purchases	20,975.98	23,272.40
Less: Closing Stock	-	-
Consumption	<u>20,975.98</u>	<u>23,272.40</u>
(ii) Molasses & Spirits		
Opening Stock	23.12	53.05
Add: Purchases	-	195.93
Less: Closing Stock	23.12	23.12
Consumption	<u>-</u>	<u>225.87</u>
(iii) Raw Materials Consumed for Power	<u>509.63</u>	<u>605.34</u>
(b) Packing Material Consumed	229.62	660.07
Total	<u><u>21,715.23</u></u>	<u><u>24,763.68</u></u>
23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
(a) Opening Stock		
Finished Goods	6,519.75	7,043.53
Banked Power	40.43	30.66
Work- in - Progress	45.59	468.68
By Products	632.13	231.97
(b) Closing Stock		
Finished Goods	919.01	6,519.75
Banked Power	43.02	40.43
Work- in - Progress	27.90	45.59
By Products	936.02	632.13
Total	<u>1,925.95</u>	<u>7,237.90</u>
Total	<u><u>5,311.95</u></u>	<u><u>536.94</u></u>
24. EMPLOYEE BENEFIT EXPENSES		
(a) Salaries and Wages	1,492.88	2,193.00
(b) Gratuity expenses	77.67	85.96
(c) Contribution to Provident fund	130.84	186.14
(d) Contribution to Superannuation scheme	7.06	12.63
(e) Staff Welfare	7.91	12.94
Total	<u>1,716.36</u>	<u>2,490.67</u>

KESAR ENTERPRISES LIMITED

PARTICULARS	For the year ended on 31st March, 2017	(₹ In Lac) For the period of fifteen months ended on 31st March, 2016
25. FINANCE COSTS		
(a) Interest Expense		
(i) On Fixed Deposits	2.31	23.61
(ii) On Fixed Loans	1,974.15	1,918.99
(iii) On Cash Credit	1,649.22	1,709.52
(iv) On Short Term Loans	370.42	456.37
(b) Others including bank charges	37.16	101.84
Total	4,033.26	4,210.33
26. OTHER EXPENSES		
(a) Stores and Spares	177.74	353.12
(b) Power and Fuel	57.48	133.92
(c) Repairs		
(i) Plant and Equipments	355.77	461.83
(ii) Building	18.83	32.03
(iii) Others	38.82	36.40
(d) Rent	19.51	48.95
(e) Insurance	33.40	53.46
(f) Rates and Taxes	60.10	107.58
(g) Commission and Brokerage	133.37	182.13
(h) Legal Charges	87.34	86.72
(i) Discounts	-	55.16
(j) Loading and Unloading Charges	49.42	126.38
(k) Travelling Expenses	59.29	73.83
(l) Transportation and Freight & Forwarding	1.11	15.18
(m) Security and Other Labour Charges	61.04	106.78
(n) Donation	-	1.00
(o) Directors Sitting Fees	4.20	8.00
(p) Auditors Remuneration		
(i) Audit Fees	4.20	6.00
(ii) For Certification	2.30	5.45
(iii) For Other Matter	0.01	0.02
(iv) Out of Pocket Expenses	0.45	0.25
(q) Cost Audit Fees	0.52	1.15
(r) Bad Debts / Advances Written off	662.35	72.05
(s) Loss on Sale / Discarded of Fixed Assets (net)	12.27	17.46
(t) Miscellaneous Expenses	285.61	295.62
Total	2,125.14	2,280.47

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27. CAPITAL AND OTHER COMMITMENTS

(₹ In Lac)

PARTICULARS

	As at 31st March, 2017	As at 31st March, 2016
Others for M.I.E.Q.	-	75.79

28. CONTINGENT LIABILITIES

Claims / demands against the Company under litigation:

(i) Claims against the company not acknowledged as debts in respect of criminal and civil cases ₹ 19.52 Lac (Previous Year ₹ 19.52 Lac)

(ii) Disputed sales tax, entry tax, trade tax and excise duty cases under appeal – ₹ 8,265.16 lac (Previous Year ₹ 8,469.32 lac)

Central Sales Tax	72.76	65.57
Entry Tax (U.P.)	1,163.18	1,165.61
Trade Tax (U.P.)	92.49	113.36
Excise Duty	6910.97	7,089.23
Others	25.76	35.55
Total	8,265.16	8,469.32

29. Alcohol and Molasses Storage Reserves and Effluent Disposal Reserves amounting to ₹ 66.92 Lac (P.Y. ₹ 64.30 Lac) are not deposited with a Scheduled Bank, as required under Uttar Pradesh Sheera Niyamtran (Sansodhan) Adesh, 1974.

30. The Micro and Small Enterprises to whom amount was payable and outstanding for more than stipulated period (as per the terms & conditions of the orders) are as under:-

The principal amount and the interest due thereon remaining unpaid to any supplier	142.92	137.50
The amount of Principal and interest paid beyond the appointed day	30.20	40.95
The amount of interest due and payable on delayed payments	12.69	18.71
The amount of interest accrued and remaining unpaid	51.78	39.08
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Act, 2006." Since the Company has not received any claims, hence interest is provided but not paid during the period.

31. EMPLOYEE BENEFIT

Defined Contribution Plans

The Company has recognised the following amounts in statement of Profit and Loss

PARTICULARS

	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Employer's Contribution to Provident Fund	130.84	186.14
Employer's Contribution to Super Annuation Fund	7.06	12.63

Defined Benefit Plan

(i) Gratuity (Funded)

- (ii) Leave Encashment (Non-funded)
- (i) Gratuity (Funded)

In accordance with Accounting Standard (AS 15) (Revised 2005), actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

(a) **The amounts recognized in the balance sheet are as follows:** (₹ In Lac)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Present Value of funded obligations	713.94	720.34
Fair Value of plan assets	80.94	162.34
Net liability (Amount shown in Balance Sheet as Liabilities)	633.00	558.00

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

	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Current service cost	31.74	40.34
Interest on obligation	54.46	73.93
Expected return on plan assets	(12.27)	(29.70)
Net actuarial losses / (gains) recognized in year	3.74	1.39
Plan assets (Contributions) / transfers by employer	0	0
Total included in employee benefit expense	77.67	85.96

(c) **Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:**

	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Opening defined benefit obligation	720.34	739.27
Service costs	31.74	40.34
Interest costs	54.46	73.93
Actuarial losses / (gains)	(8.53)	(0.90)
Benefits paid	(84.07)	(132.30)
Closing defined benefit obligation	713.94	720.34

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- (d) Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows: (₹ In Lac)

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Opening fair value of plan assets	162.34	271.51
Expected return on plan assets	12.27	29.70
Assets transferred out/ divestment	(0.25)	(2.47)
Contributions	2.92	1.88
Actuarial gain/ (losses)	(12.27)	(5.98)
Benefits paid	(84.07)	(132.30)
Closing defined benefit obligation	<u>80.94</u>	<u>162.34</u>

The Company has invested in LIC Group Gratuity Scheme and hence the investment pattern is defined by LIC as per the Scheme.

- (e) Principal actuarial assumptions at the balance sheet date (expressed as weighted average):

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Discount rate	6.82%	7.56%
Salary escalation rate	6.00%	6.00%
Expected return on plan assets	6.82%	7.56%

The expected rate of return is based on the rate as declared by the fund manager (LIC)

The estimates of future salary increases are considered taking into account inflation, seniority promotion and other relevant factors.

- (f) Amounts for the current and previous four years are as follows:

	Defined Benefit (Gratuity) Plan				
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016	For the Period of Eighteen Months ended on 31st December, 2014	For the Year ended on 30th June, 2013	For the Year ended on 30th June, 2012
Defined benefit obligation	713.94	720.34	739.27	763.25	632.34
Plan assets	80.94	162.34	271.51	370.24	402.80
Surplus/ (deficit)	<u>(633.00)</u>	<u>(558.00)</u>	<u>(467.76)</u>	<u>(393.01)</u>	<u>(229.54)</u>

The Company expects to contribute ₹ 77.67 Lac to Gratuity fund in the next year.

(g) **Experience Adjustment:** (₹ In Lac)
Particulars

	Defined Benefit (Gratuity) Plan				
	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016	For the Period of Eighteen Months ended on 31st December, 2014	For the Year ended on 30th June, 2013	For the Year ended on 30th June, 2012
On plan Liability (Gains)/ Losses	(40.73)	(38.13)	36.36	7.42	48.09
On plan Assets Gains/ (Losses)	(12.27)	(0.00)	(2.43)	0.19	6.79

(ii) **Leave Encashment (Non-funded)**

The Company has recognised ₹ 15.97 Lac (P.Y. ₹ 32.09 Lac) in statement of Profit and Loss based on actuarial valuation.

32. Segmental Reporting Disclosures under Accounting Standard 17

Business Segments:

Based on the guiding principles given in Accounting Standard 17 "Segmental Reporting" the Company's primary business segments are

- a. Sugar
- b. Power
- c. Spirits
- d. Agrotech

Geographical Segments:

Since the Company's activities/operations are primarily within the country and considering the nature of products it deals in, the risk and returns are same and as such there are no geographical segments.

Financial Information about the primary business segment:

Figures for the year ended 31st March, 2017 indicated in bold. Previous Period figures indicated in the row there below:

PARTICULARS	Sugar	Power	Spirits	Agrotech	Total
(a) Revenue from Operations					
Sales net of Excise Duty (Including Inter Division/ Segment Revenue and Net of Intra Division Revenue)	36,284.25	8,499.85	3.35	-	44,787.45
	30,140.38	10,288.58	3,015.43	6.84	43,451.23
Other Income	44.91	10.34	24.79	44.22	124.26
	33.96	12.61	13.02	13.33	72.92
Less : Inter Segment Revenue	3,822.44	3,668.20	-	-	7,490.64
	6,193.16	5,409.88	-	-	11,603.04
Add : Unallocable Income					208.93
					38.28
Total Revenue					37,630.00
					31,959.39
(b) Segmental Results					
Segmental Result before Interest, Exceptional Items & Tax	3,007.98	2,981.77	(735.85)	28.08	5,281.98
	(2,944.22)	2,954.25	(107.46)	(90.08)	(187.51)
Less : Finance Cost					4,033.27
					4,210.33

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PARTICULARS	Sugar	Power	Spirits	Agrotech	Total
Less : Unallocable Expenses Net of Unallocable Income					418.29
Less : Exceptional Items					507.37
					-
					-
Profit /(Loss) Before Tax					830.42
					(4905.21)
Less : Current Tax					-
					-
Less : MAT Credit entitlement reversed					9.05
					38.17
Less : Deferred Tax					-
					378.84
Profit / (Loss) after Tax					821.37
					(5,322.22)
(c) Segmental Assets and Liabilities					
(i) Segmental Assets	21,907.30	24,657.68	7,946.07	3,056.40	57,567.45
	26,114.55	19,845.13	8,454.91	426.13	54,840.72
Unallocable Assets/ Investments					352.06
					388.82
Total Assets					57,919.51
					55,229.54
(ii) Segmental Liabilities	25,647.45	15,867.12	984.99	483.32	42,982.88
	33,303.17	14,015.95	393.81	583.12	48,296.05
Share Capital & Reserves & Surplus					13,681.89
					5,092.79
Unallocable Liabilities					1,254.74
					1,840.70
Total Liabilities					57,919.51
					55,229.54
(d) Capital Expenditure and Depreciation					
(i) Capital Expenditure including Capital Work in Progress	15.25	-	-	-	15.25
	179.42	-	0.47	-	179.89
Unallocable					-
					-
Total					15.25
					179.89
(ii) Depreciation/ Amortization	807.42	819.541	250.13	8.70	1,885.79
	1,125.16	1,067.11	339.83	18.95	2,551.04
Unallocable Depreciation					11.85
					31.46
Total Depreciation/ Amortization					1,897.64
					2,582.51
(iii) Significant non cash expenditure other than Depreciation/ Amortization				-	-
				(61.07)	(61.07)

Segment Revenue from Operations, Results, Assets and Liabilities and Depreciation include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

33 Related party disclosures as per Accounting Standard 18

Names of related parties and nature of related party relationships:

a) Key Management Personnel and their relatives:

Mr. H R Kilachand Chairman & Managing Director

Relatives of Key Management Personnel:

Mrs. M H Kilachand Spouse

Mr. Rohan H Kilachand Son

Mrs. Nidhi R Kilachand Daughter in Law

Ms. Rohita H Kilachand Daughter

b) Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence:

Kesar Terminals & Infrastructure Limited

Kesar Multimodal Logistics Limited

Kesar Corporation Pvt. Ltd.

Kilachand Devchand & Co. Pvt. Ltd.

Indian Commercial Co. Pvt. Ltd.

India Carat Pvt. Ltd.

Kilachand Devchand Commercial Pvt. Ltd.

Seel Investments Pvt. Ltd.

Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31st March, 2017 indicated in bold. Previous Period figures indicated in the row there below in brackets:

Nature of Transaction	(₹. In Lac)					
	Kesar Terminals & Infrastructure Ltd	Kilachand Devchand & Co. Ltd.	Seel Investment P Ltd	Duracell Investments & Finance P Ltd	Kesar Corporation P Ltd.	Kesar Multimodal Logistics Ltd
Expenses Reimbursement	14.72 (14.96)	13.20 (20.97)				2.82 (6.17)
Sharing of Common Expenses	142.85 (171.60)					
Assets Allocation	- (0.08)					2.00 (2.11)
Dividend Received	5.00 (17.50)					
Rent Paid		17.38 (21.73)				
Loans received			- (130.00)		- (40.00)	
Loans Repaid				- (85.00)		
Equity Investments			- (8.05)			
Closing Balance						
Receivables	40.30 (14.67)					- (2.57)

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Nature of Transaction	Kesar Terminals & Infrastructure Ltd	Kilachand Devchand & Co. Ltd.	Seel Investment P Ltd	Duracell Investments & Finance P Ltd	Kesar Corporation P Ltd.	Kesar Multimodal Logistics Ltd
Payables		219.47 (201.41)				
Investments	50.00 (50.00)					2.50 (2.50)
Long Term Borrowing			130.00 (130.00)		40.00 (40.00)	

Payment to Key Managerial Personnel:

Particulars	(₹ In Lac)	
	Rohit Balu (CFO)	D J Shah (Director & Company Secretary)
(a) Transactions - Remuneration	31.68 (29.70)	43.18 (36.79)
(b) Balance outstanding - Remuneration	3.91 (1.45)	2.05 (6.98)

34 Disclosure in respect of Operating Lease in accordance with AS 19 on 'Leases'

- a) The total of future minimum lease payments under non-cancellable operating leases for each of the following periods:
- Not later than one year Nil (P.Y. ₹ 4.00 Lac).
 - Later than one year and not later than five years Nil (P.Y. ₹ Nil)
- b) Lease payments recognised in the statement of profit and loss during the period is ₹ 19.51 Lac (P.Y. ₹ 48.95 Lac).

35 Supplementary statutory information

Particulars	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
(a) CIF value of Imports	-	-
(b) Expenditure in Foreign Currency	-	-
(c) Amount payable in Foreign Exchange (Unhedged)		
USD (in Lac)	-	-
₹	-	-

36 Disclosure in respect of Earning per Share in accordance with Accounting Standard (AS 20)

Particulars	For the year ended on 31st March, 2017	For the Period of Fifteen Months ended on 31st March, 2016
Profit/(Loss) after tax (₹ in Lac)	821.37	(5,322.22)
Nominal value of equity shares (₹)	10	10
Weighted average no. of equity shares (Basic)	1,00,79,682	1,00,41,718
Earnings per equity share (Basic) (₹)	8.15	(53.00)
Weighted average no. of equity shares (Dilutive)	1,00,79,682	1,00,41,718
Earnings per equity share (Dilutive) (₹)	8.15	(53.00)

37 Details of Specified Bank Notes (SBN)

The details of specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below: -

Particulars	SBNs	Other Denomination Notes	Total (₹ In Lac)
Closing Cash in Hand as on 08.11.2016	28.53	3.32	31.85
(+) Permitted Receipts	-	47.48	47.48
(-) Permitted Payments	-	45.55	45.55
(-) Amounts deposited in Banks	28.53	0.37	28.90
Closing Cash in Hand as on 30.12.2016	-	4.88	4.88

38 The Company follows Accounting standard 22 (AS-22) "Accounting for taxes on Income", the Company has unabsorbed depreciation and carry forward losses under tax laws, deferred tax assets shall be recognised but on the consideration of prudence and in the absence of virtual certainty supported by convincing evidence of sufficient future taxable income, deferred tax asset is not recognised by the Company.

39 Some of the credit facilities have been classified as Non-Performing Assets (NPA) by certain banks. However, the company has provided interest on accrual basis. Any difference on account of interest and penal interest shall be accounted for as and when the same is settled with the respective banks.

40 The Company had filed a Reference with Board for Industrial and Financial Reconstruction (BIFR) as required under Section 15 of "The Sick Industrial Companies (Special Provisions) Act, 1985" (SICA) on 18/05/2015. The said reference has been registered by BIFR as Case No. 121/2015 on 21/09/2015. Pursuant to repeal of SICA and dissolution of BIFR with effect from 1.12.2016, the Company has been allowed 180 days to opt for reference before National Company Law Tribunal (NCLT) under the recently notified 'The Insolvency and Bankruptcy Code, 2016' (IBC).

41 The Company has incurred huge cash loss due to mismatch between high Sugar Cane Price and low Sugar Sales realization. The net worth of the Company is eroded completely. During the current year, the Company has made profit and there is positive cash flow due to firming up sugar prices. The Company expects the same trend to witness in forthcoming years and hence these financial statements have been prepared on a going concern basis, despite accumulated losses resulting in erosion of its net worth.

42 Sugar cane purchase price for the season 2016-2017 is accounted at State Advisory Price (SAP) ₹ 315/- per quintal for early, ₹ 305/- per quintal for general and ₹ 300/- per quintal for rejected varieties vide Press Note No. 2394CD/46-3-16-3(48)/98-99 dated 21-11-2017 by the State Government of Uttar Pradesh.

43 The previous period figures have been regrouped and re-casted wherever necessary. The current financial statements are prepared for the period of Twelve Months and hence not comparable with the previous period of Fifteen Months figures.

As per our report of even date

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

For and on behalf of the Board of Directors

Sumant Sakhardande

Partner

Membership No. 034828

H R KILACHAND

Chairman & Managing Director

DIN:00294835

P N DUBEY

Director

DIN:02132564

Place: Mumbai

Date: 19th May, 2017

ROHIT BALU

Chief Financial Officer

D J SHAH

Director & Company Secretary

DIN:03095028

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CASH FLOW STATEMENT

FOR THE YEAR ENDED ON 31ST MARCH, 2017

Particulars	For the year ended 31st March, 2017	(₹ in Lac) For the Period of Fifteen Months ended 31st March, 2016
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT/(LOSS) BEFORE TAX	830.42	(4,905.21)
Non cash adjustments to reconcile profit /(loss) before tax to net cash flows:		
Depreciation	1,897.64	2,582.51
Dividend Income	(5.07)	(18.60)
Interest Income	(16.56)	(21.54)
Interest and Finance Charges	4,033.26	4,210.33
Transferred to Molasses and Alcohol Storage Reserves & Effluent Disposal Reserves net of Expenses	2.62	5.50
Loss / (Profit) on sale of Fixed Assets (net)	12.27	17.46
Loss / (Profit) on sale of Investments (net)	(177.99)	-
Credit Balances Written Back	(88.75)	(11.92)
Discount given to Debtors/ Dealers	-	55.16
Bad Debts / Advances Written off	662.35	72.05
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	7,150.20	1,985.74
Movements in working Capital		
Decrease / (Increase) in Inventories	5,091.54	780.40
Decrease / (Increase) in Trade Receivables	(997.61)	(2,090.74)
Decrease / (Increase) in Short term Loans & Advances	33.65	1,949.40
Decrease / (Increase) in Long term Loans & Advances	42.46	(100.01)
Decrease / (Increase) in Other Current Assets	(2,212.54)	(122.22)
Increase / (Decrease) in Trade Payables	(6,742.73)	5,025.33
Increase / (Decrease) in Other Current Liabilities	(463.00)	(953.01)
Increase / (Decrease) in Short term Provisions (Employee Benefits)	0.29	8.16
Increase / (Decrease) in Other Long term Liabilities	14.07	18.95
Increase / (Decrease) in Long term Provisions	82.65	95.00
CASH GENERATED FROM OPERATIONS	1,998.95	6,597.00
Taxes (Paid)/ Refunds	(6.79)	(2.68)
NET CASH GENERATED FROM OPERATING ACTIVITIES	1,992.17	6,594.32
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets including Intangible Assets & CWIP	(7.33)	(118.81)
Sale/Scrap of Fixed Assets	14.71	11.69
Sale of Investments	177.91	0.49
(Investment in)/ withdrawal of Fixed Deposits	(0.22)	(2.10)
Interest Received	14.24	18.00
Dividend Received	5.07	18.60
NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES	204.38	(72.13)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Long Term Borrowings including Current Maturities Raised	-	1,755.12
Long Term Borrowings including Current Maturities Repaid	(553.03)	-
Repayment of Short Term Borrowings	(49.21)	(4,165.14)
Dividends Paid	(2.54)	(0.58)
Interest Paid	(2,131.97)	(3,707.36)
NET CASH USED IN FINANCING ACTIVITIES	(2,736.75)	(6,117.94)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(540.21)	404.25
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	612.70	208.45
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	72.50	612.70
COMPONENT CASH AND CASH EQUIVALENTS		
Cash on Hand	1.17	0.67
With Bank on Current Account	69.30	607.46
Unclaimed Dividend Account	2.03	4.57
TOTAL CASH AND CASH EQUIVALENTS	72.50	612.70
Note : Figures in brackets are outflows.		
Significant Accounting policies	1	

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sumant Sakhardande

Partner

Membership No. 034828

Place: Mumbai

Date: 19th May, 2017

For and on behalf of the Board of Directors

H R KILACHAND

Chairman & Managing Director

DIN:00294835

P N DUBEY

Director

DIN:02132564

ROHIT BALU

Chief Financial Officer

D J SHAH

Director & Company Secretary

DIN:03095028

STATEMENT SHOWING PRODUCTION AND YIELD IN SUGAR

SEASON	DURATION DAYS	CANE CRUSHED M. TONS	SUGAR PRODUCED M. TONS	RECOVERY % OF CANE CRUSHED
2005-2006	155	8,38,468.80	79,114.00	9.43
2006-2007	194	11,48,799.60	1,14,843.00	10.00
2007-2008	163	9,77,982.72	1,04,201.00	10.67
2008-2009	111	5,61,509.25	52,364.00	9.35
2009-2010	119	6,93,771.98	65,170.00	9.38
2010-2011	116	7,38,041.20	71,811.00	9.68
2011-2012	148	9,31,902.00	88,761.00	9.48
2012-2013	136	8,58,008.00	78,105.00	9.14
2013-2014	98	5,88,836.00	51,632.60	8.77
2014-2015 (upto December 2014)	30	1,87,040.00	17,960.40	9.60
2014-2015 (Jan 2015 to Mar 2015)	77	4,30,691.00	42,197.00	9.80
2015-2016	89	4,44,713.62	45,725.00	10.28
2016-2017	118	6,50,899.84	70,482.00	10.83

STATEMENT SHOWING PRODUCTION AND YIELD IN DISTILLERY

Year	Production (Litres)	Yield per Quintal of Molasses (Litres)
2005-06	14,765,450	22.98
2006-07	16,412,783	23.22
2007-08	16,274,637	22.70
2008-09	11,414,558	22.99
2009-10	7,458,803	23.12
2010-11	13,141,901	23.00
2011-12	11,223,029	22.60
2012-13	8,506,467	22.41
2013-14	11,575,401	22.76
2014-15 (upto December 2014)	1,238,192	22.24
2014-15 (Jan 15 to Mar 15)	238,074	23.55
2015-16	736,798	22.49
2016-17	-	-

FINANCIAL STATISTICS FROM 2005-2006 TO 2016-2017

Period/ Year end position	(₹ In Lac)										
	2016-2017	2015-2016 (15 Months)	2013-2014 (18 Months)	2012-2013	2011-2012	2010-2011	2009-2010 [§]	2008-2009	2007-2008	2006-2007	2005-2006
Period	1.4.16- 31.3.17	1.1.15- 31.3.16	1.7.13- 31.12.14	1.7.12- 30.6.13	1.7.11- 30.6.12	1.7.10- 30.6.11	1.7.09- 30.6.10	1.7.08- 30.6.09	1.7.07- 30.6.08	1.7.06- 30.6.07	1.7.05- 30.6.06
Share Capital	1,007.97	1,007.97	999.92	862.02	679.02	679.02	679.02	746.92	746.99	746.99	794.95
Reserves and Surplus	12,673.91	4,084.82	9,392.57	*22,176.28	*23,733.70	2,518.53	2,230.11	3,517.44	2,848.42	2,504.27	3,864.07
Deferred Tax Liability/ Assets	-	-	(378.84)	(378.84)	(378.84)	24.84	345.83	650.79	634.95	897.26	752.27
Borrowings	30,819.79	31,422.45	33,832.45	43,090.64	34,956.36	20,824.08	25,135.42	16,420.60	17,097.70	11,881.89	9,581.43
Working Capital	(3,994.29)	(6,133.26)	(1,278.73)	17,132.52	11,276.43	14,819.70	21,886.08	11,935.84	13,084.11	8,483.45	8,242.78
Capital Employed	57,919.51	55,229.54	58,283.08	80,206.81	72,539.62	24,246.47	28,590.38	21,535.75	21,528.06	16,230.41	15,192.72
Gross Block	65,927.68	* 58,763.41	* 58,652.13	* 59,336.79	* 37,767.26	15,183.32	15,280.52	19,546.13	16,714.42	15,557.89	14,552.40
Net Block	48,433.52	* 42,586.13	* 44,997.85	* 48,551.27	* 28,857.03	5,795.90	6,036.20	9,102.09	6,997.99	6,496.57	6,078.81
Investments	54.53	54.46	54.95	54.95	54.95	52.70	52.44	52.49	7.00	2.00	455.60
Equity Shares											
Book Value (₹)	135.74	* 50.53	* 104.10	* 267.26	* 359.53	47.09	42.84	62.80	52.94	46.69	73.16
Face Value (₹)	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
For the Year											
Sales including Excise Duty	38,978.81	37,734.84	74,954.17	47,254.60	46,303.48	49,620.98	26,638.70	29,505.78	29,161.56	27,951.98	27,955.41
Depreciation	1,897.64	2,582.51	2,354.74	1,461.63	558.29	583.10	579.79	738.79	661.19	607.76	537.97
Profit before Tax	830.42	(4,905.21)	(12,001.95)	(1,668.20)	(937.97)	42.73	224.59	1,089.84	156.53	(1,656.06)	1,824.69
Profit After Tax	821.37	(5,322.23)	(12,001.95)	(1,668.20)	(1,998.50)	361.74	239.30	904.39	381.36	(1,847.71)	1,111.00
Equity Dividend %	-	-	-	-	-	10%	10%	30%	5%	-	25%
Equity Dividend total amount	-	-	-	-	-	67.90	67.90	203.70	33.95	-	158.48

§ Excluding Storage Division figure due to Demerger of Storage Division into Kesar Terminals and Infrastructure Limited w.e.f. 1-1-2009.

* Including Revaluation Reserve.

KESAR ENTERPRISES LIMITED

CIN: L24116MH1933PLC001996

Registered Office : Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai – 400 020
E-mail: headoffice@kesarindia.com, Tel: 022-22042396, 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]

82nd ANNUAL GENERAL MEETING ON JULY 25, 2017

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: _____ E-mail Id: _____
Address _____
Signature _____ or failing him / her
- (2) Name: _____ E-mail Id: _____
Address _____
Signature _____ or failing him/ her
- (3) Name: _____ E-mail Id: _____
Address _____
Signature _____ or failing him / her

as my /our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **82nd Annual General Meeting** of the Company, to be held on **Tuesday, July 25, 2017 at 3:30 p.m. at the 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:

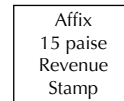
Resolutions:

Sr.	Resolutions	Vote	
		For	Against
1.	Adoption of audited Financial Statements for the year ended 31.3.2017 alongwith Report of the Board of Directors and Auditors thereon.		
2.	Reappointment of Shri D J Shah who retires by rotation		
3.	Ratification of Appointment of Haribhakti & Co., LLP as Statutory Auditors of the Company.		
4.	Special Resolution under Section 20 of the Companies Act, 2013 authorising Company to charge for service of documents to members of the Company.		
5.	Ratification of remuneration of Rishi Mohan Bansal, Cost Auditor of the Company.		

Signed this _____ day of _____, 2017

Signature of Shareholder

Signature of Proxy holder(s)



NOTE:

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
- 2) **The 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.

*Applicable for investors holding shares in electronic form.

KE KESAR ENTERPRISES LIMITED

CIN: L24116MH1933PLC001996

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

E-mail: headoffice@kesarindia.com, Tel: 022-22042396, Fax: 022-22876162

ATTENDANCE SLIP (To be presented at the entrance of the Meeting Hall)

I hereby record my presence at the 82nd Annual General Meeting of the Company, to be held on Tuesday, 25th July, 2017 at 3:30 p.m. at the MC Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400001

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

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	170524003
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Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

Note:

1. Please read the instructions printed in Note No.(I) to the Notice of 82nd Annual General Meeting dated May 19, 2017.
2. The Voting period starts from 10:00 a.m. on Friday, July 21, 2017 and ends at 05:00 p.m. on Monday, July 24, 2017.
3. The voting module shall be disabled by CDSL for voting thereafter.
4. Only Member / Proxyholder can attend the Meeting.
5. Member / Proxyholder should bring his / her copy of the Annual Report for reference at the Meeting.

* Applicable for investors holding shares in electronic form.

Route Map to the venue of the AGM





If undelivered please return to:

KESAR ENTERPRISES LIMITED

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