

## NOTICE

### TO THE MEMBERS

NOTICE is hereby given that the **One Hundred and Fourth Annual General Meeting ("AGM")** of **KESORAM INDUSTRIES LIMITED** will be held at 11.30 A.M. on Wednesday, 14<sup>th</sup> day of June, 2023 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017, through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")), to transact the following businesses:

#### General Business:

1. To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 as well as the Report of Auditors thereon.
2. To appoint a Director in place of Manjushree Khaitan (DIN: 00055898), who retires by rotation and being eligible, offers herself for re-appointment.

#### Special Business:

#### 3. Ratification of Remuneration of Cost Auditor

**To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the Company be and does hereby ratify a remuneration of ₹ 5.47 lakhs (Rupees Five lakhs Forty Seven Thousand only) plus applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to Mani & Co., Cost Accountants (Firm Registration No. 000004), who have been appointed by the Board of Directors as the Cost Auditors for conducting the audit of the Company's Cost Accounting records in accordance with the Act, in respect of the financial year ending March 31, 2024."

#### 4. Transfer or otherwise dispose of land comprised in the Company's Hindusthan Heavy Chemicals ("HHC unit")

**To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:**

**"RESOLVED THAT** in continuation of the earlier Resolution passed under, inter-alia, Section 180(1)(a) of the Companies Act, 2013 ("Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorised by the Board of the Company to exercise the powers conferred on the Board of the Company by this Resolution) to transfer and/ or otherwise dispose of the HHC Land at a total consideration of ₹ 60 crores (Rupees Sixty Crores only) subject always to the receipt of the requisite approval from the West Bengal Government;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake and do all such acts, deeds and things as are or may be deemed expedient for disposal of the HHC Land."

#### Registered Office:

9/1, R. N. Mukherjee Road,  
Kolkata - 700 001  
28<sup>th</sup> April, 2023

#### By Order of the Board

Gautam Ganguli  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts concerning the business under Item Nos 3 and 4 of the Notice is annexed hereto and forms part of this Notice. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI LODR and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are given in the Corporate Governance sections of this Annual Report.
2. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote at the AGM instead of himself/ herself. Such proxy need not be a Member of the Company. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours prior to the commencement of the AGM. A person can act as a Proxy on behalf of not exceeding 50 Members holding in the aggregate and constituting not more than 10 per cent of the total issued Share Capital of the Company carrying voting rights. Proxies submitted on behalf of Companies/ Limited Liability Partnerships (“LLP”), Association of Persons (AoP) must be supported by an appropriate Resolution/Authority, as applicable.
3. The Company’s Register of Members shall remain closed from 8<sup>th</sup> June, 2023 to 14<sup>th</sup> June, 2023 (both days inclusive).
4. Members can join the AGM through the VC/ OAVM mode 30 minutes before and within 15 minutes after the scheduled time of commencement of Meeting by following the procedure detailed in this Notice. Members will be able to view the proceedings on the National Securities Depository Limited’s (‘NSDL’) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/ OAVM will be made available to at least 1,000 Members on a First come First served (FIFO) basis as per extant Ministry of Corporate Affairs ( “MCA” ) directions. Detailed instructions for joining the Meeting through VC/ OAVM forms part of the Notes to this Notice.
5. No restrictions on account of FIFO entry into AGM will apply in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc.
6. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/ OAVM or to vote through remote e-Voting are required to send a scanned copy of a certified copy of the Board Resolution/ Power of Attorney/ Authority letter etc with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote by e-mail to the Scrutinizer at [rbajaj@rpaonline.in](mailto:rbajaj@rpaonline.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, they can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/ Power of Attorney/ Authority Letter” displayed under “e-Voting” tab in their login.
7. As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent Circulars, the matters of Special Business as appearing at Item Nos. 3 and 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
8. The physical attendance of Members at the AGM in person or through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In case of Joint-holders, a Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote for the purposes of the AGM.
10. The Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice along with the Annual Report 2022-23 will also be available on the website of the company at [www.kesocorp.com](http://www.kesocorp.com) and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. These will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Interested Members may download the Notice and Annual Report from the website of the Company and Exchanges as stated above. The physical copy of the Notice along with Annual Report shall be made available to Member(s) who may request for the same in writing to the Company.

**11. Instructions for attending the AGM through VC/ OAVM are given below:**

Members will be able to attend the AGM in person or through VC/ OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM.

- i. Members will be provided with the facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. They may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, Members will be able to attend and participate in the proceedings of the AGM. Please note that Members who do not have a User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid a last-minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.

- ii. Members may join the Meeting through Laptops, Smartphones, Tablets, and iPads for a better experience. Further, Members will be required to use the Internet with good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such glitches.
- iii. Members who face any technical difficulty in accessing and participating in the Meeting may contact toll free no. 022-4886-7000. After login, the Members who face any technical difficulty in accessing the VC link may contact said toll free no.

## 12. Procedure to Raise Questions/ Seek Clarifications:

- i. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at *shareddepartment@kesoram.com* on or before 5.00 p.m. (IST) on Friday, 9<sup>th</sup> June, 2023. Such questions by Members shall be suitably responded to by the Company.
- ii. Only those Members who have registered themselves as speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## 13. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI LODR, the Company will provide the facility of casting votes through the electronic voting system from a place other than the venue of the Meeting ("remote e-Voting") under an arrangement with The National Securities Depository Limited ("NSDL") more fully specified in the instructions below.

- i) The items of business set out in the attached Notice may, however, be transacted also through the electronic voting system as an alternative mode of voting provided that once a vote on a Resolution is cast, a Member shall not be allowed to change it subsequently or cast the vote again.
- ii) The facility for voting through Ballot Paper shall also be made available at the Meeting venue and Members attending the Meeting who have not already cast their vote by remote e-Voting, shall be permitted to exercise their rights at the Meeting.
- iii) Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the "cut-off date" i.e. **Wednesday, 7<sup>th</sup> June, 2023**, shall be entitled to avail the facility of remote e-Voting at the Annual General Meeting ("AGM"). The procedure for remote e-Voting and e-Voting during the AGM is the same. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.

## 14. Instructions for Members for Remote e-Voting (before and during the AGM) are as under:





The process and manner of remote e-Voting will be as follows:

The **remote e-voting** period begins from **9.00 A.M. (IST) on Saturday, 10<sup>th</sup> June, 2023 and ends at 5.00 P.M. (IST) on Tuesday, 13<sup>th</sup> June, 2023**. During this period, Members of the Company, holding Shares either in physical form or in dematerialised form, as on the **cut-off date ("record date") i.e. Wednesday, 7<sup>th</sup> June, 2023**, may cast their votes electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. The facility for voting through Ballot Paper is also available as the Meeting is being held physically. Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access the e-Voting facility.

The way to vote electronically on the NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1:** Access to NSDL e-Voting system

**A. Login method for Individual Shareholders holding securities in demat mode is given below:**

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="586 510 1474 856">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the Meeting.</li> <li data-bbox="586 877 1474 961">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li data-bbox="586 982 1474 1318">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the Meeting.</li> <li data-bbox="586 1339 1474 1423">4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p data-bbox="586 1434 927 1455"><b>NSDL Mobile App is available on</b></p> <div data-bbox="586 1465 927 1623">     </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, an login through their User ID and Password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/ Easiest, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once achieving login, you will be able to seen e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed.

iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those Shareholders whose e-mail IDs are not registered.
- vi) You are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
- vii) After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
- viii) Now, you will have to click on "Login" button.
- ix) After you click on the "Login" button, Home page of e-Voting will open.
- Step 2:** Cast your vote electronically on NSDL e-Voting system
- i) After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  - ii) After clicking on Active Voting Cycles, you will be able to see all companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - iii) Select "EVEN" of company for which you wish to cast your vote.
  - iv) Now you are ready for e-Voting as the Voting page opens.
  - v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - viii) Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

### General Guidelines for Shareholders for e-voting

- 1 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - 2 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available under the download section of NSDL’s e-Voting website or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022-48867000 and 022-2499 7000 or at E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
15. The facility for voting through e-Voting at the AGM shall also be made available to the Members attending the Meeting, who have not already cast their vote by remote e-Voting, shall be permitted to exercise their rights at the Meeting through e-Voting. The procedure for remote e-Voting and e-Voting during the AGM is the same.
  16. Members who have cast their vote by remote e-Voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again.
  17. **Instructions for Members for Attending the AGM through VC/OAVM are as under:**
    - i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
    - ii. Members are encouraged to join the Meeting through Laptops for better experience.
    - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
    - iv. Members may please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
    - v. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, e-mail ID, mobile number at [shareddepartment@kesoram.com](mailto:shareddepartment@kesoram.com). The same will be replied by the company suitably.
  18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (‘DP’) and holdings should be verified from time to time.
  19. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also available on the website of the Company.
  20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. ***Vide latest SEBI Circular No. SEBI/HO/MIRSD/MIRSD-P-Od-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023, the shares held in physical mode and for which anyone documents of shareholders viz PAN, KYC, Bank account particulars, Specimen Signature update & Nomination form etc. is not available with RTA on or after October 01, 2023, shall be frozen.***

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Registrar & Share Transfer Agent having address at MCS Share Transfer Agent Ltd., 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700045, Phone: 033-40724051-52, Email: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com), in case the shares are held by them in physical form.
22. **Procedure for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
- i) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
  - ii) E-mail addresses of Members as advised to Registrar and Share Transfer Agent where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered e-mail address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs until and unless otherwise informed. Members intending to refresh/update their e-mail addresses should do so as soon as possible.
  - iii) Alternatively, Members may also send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring User Id and Password and registration of e-mail addresses for e-Voting for the Resolutions set out in this Notice:
    - In case shares are held in physical form, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
    - In case shares are held in Demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
23. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the **Registrar and Share Transfer Agent** enclosing the relevant Share Certificates requesting consolidation of such Foliros into one Folio for their own convenience.
24. As per the provisions of the Act, the facility for making/ varying/ cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/ cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent or from the Website of the Company at [www.kesocorp.com](http://www.kesocorp.com).
25. i) Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on the website of the Company [www.kesocorp.com](http://www.kesocorp.com) and also on the website of the Ministry of Corporate Affairs.
- ii) Members/ claimants whose shares, unclaimed dividend etc. have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fees. The Member/ claimant can file only one consolidated claim in a Financial Year as per IEPF Rules.
- iii) Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Para E in Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting rights on such shares shall remain frozen.
26. Persons, who have acquired Shares and become Members of the Company after dispatch of the Notice for the AGM, but before the cut-off date, may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [sharedepartment@kesoram.com](mailto:sharedepartment@kesoram.com). However, Members already registered with NSDL for remote e-Voting can use their existing User ID and Passwords for casting their votes. If a Member has forgotten her/ his password, s/ he can reset her/ his password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No.: 022-4886-7000.
27. Voting rights of Members shall be in proportion to their share in the Company's Paid-up Equity Share Capital as on the cut-off date.



28. Ms. Ritu Bajaj, (CP Registration No. 11933), Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting at venue of AGM and remote e-Voting processes to be conducted in a fair and transparent manner.
29. The Chairman/ person shall, at the end of discussion on the Resolutions on which voting are to be held, allow e-Voting for those Members present at the AGM but have not cast their votes through the remote e-Voting facility.
30. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/ person of the Meeting or a person authorised by him/ her in writing, who shall countersign the same and declare the results of the voting forthwith.
31. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company *www.kesocorp.com* and on the website of NSDL *www.evoting.nsdl.com* immediately after the declaration of result by the Chairman/ person of the Meeting or the person authorised by him/ her in writing. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the Registered Office at 9/1, R. N. Mukherjee Road, Kolkata – 700 001.
32. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
33. The Landmark and Route Map of the venue of the AGM are given on the reverse of the Attendance Slip cum Proxy Form annexed with the Annual Report 2022-23.
34. Attendance slip shall also be available for the members at the venue of the Meeting.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item Number 3**

Pursuant to Section 148 of the Companies Act, 2013 ("the Act"), the Company is required to get its Cost Accounting records audited by a Cost Accountant in Practice. On the recommendation of the Audit Committee, the Board has appointed Mani & Co. Cost Accountants (Firm Registration No. 000004) to conduct audit of the Company's Cost Accounting records for the year ending 31<sup>st</sup> March, 2024, at a remuneration of ₹ 5.47 lakhs (Rupees Five Lakhs Forty Seven Thousand only) plus applicable taxes, travel and actual out-of pocket expenses.

As required under Section 148(3) of the Act, the remuneration payable to Mani & Co, Cost Accountants require ratification by Shareholders.

Item No. 3 of the Notice convening the Company's One Hundred and Fourth Annual General Meeting ("AGM") has accordingly been proposed and the Board commends this Ordinary Resolution for approval.

No Director or Key Managerial Personnel or any of their relatives have any personal concern or interest in the Resolution.

**Item Number 4**

Members had approved of an enabling Special Resolution passed under Section 180(1)(a) of the Companies Act, 2013 approving a possible disposition of land comprised in the Company's Hindusthan Heavy Chemicals ("HHC") unit. Such approval was accorded on 23<sup>rd</sup> February, 2023 through postal ballot.

The Company has been negotiating a possible transfer of the HHC Land with potential transferee(s). In course thereof, it has transpired that any such disposition of HHC Land can be implemented only upon prior approval being accorded by the West Bengal Government ("the State Government").

Prior approval from the State Government represents an essential pre-requisite to a possible disposition as above. This is because by reason of amendments made to the West Bengal Land Reforms Act, 1955, a holder of factory land in West Bengal permitted to retain such land for purposes of running a factory under Section 6(1)(g) read with Section 6(3) of the West Bengal Estates Acquisition Act, 1953 ("Estate Acquisition Act") is deemed to be a lessee of such land under the State Government with retrospective effect from 10<sup>th</sup> April, 1956 being the date on which the relevant provisions of the Estate Acquisition Act came into effect.

A possible grant of permission by the State Government for transfer of such land is subject, *inter alia*, to payment of *salami* by both the retainer as well as the transferee as per the rates provided in Rule 6B of the West Bengal Land Reforms Rules, 1955. The subsequent use of such land is restricted to those specified under Section 14Y of the West Bengal Land Reforms Act, 1955.

In view of the above, factory land in the State of West Bengal is not readily disposable/ transferable.

Within the above constraints, potential transferee(s) have expressed interest in a possible acquisition of the HHC Land. Given the formalities that will need to be complied with in approaching and securing approval of the State Government, including payment of applicable *salami*, no expressions of interest so far received by the Company have exceeded a gross transfer price of ₹ 60 crores (Rupees Sixty crores only) payable to the Company.

The value of investment on the HHC Land as appearing the Company's books of account, prior to its value re-measurement as on 31<sup>st</sup> December, 2022, arising out of the highest amount of expression of interest referred to in the preceding paragraph was in excess of twenty per cent of the Company's net worth as per its previous audited balance sheet as at March 31, 2022.

Hence, the proposition of the instant Resolution as a Special Resolution.

The Board commends this Special Resolution for final approval.

No Director or Key Managerial Personnel or any of their relatives have any personal concern or interest in the Resolution.

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)**

<b>Name of the Director</b>	<b>Manjushree Khaitan</b>
DIN	00055898
Designation/ Category of Directorship	Chairman & Non-Executive Non-Independent Director
Date of Birth (Age)	24.12.1955
Date of appointment	30.10.1998
Expertise in specific functional areas	A post graduate in English Literature from the Calcutta University, she has attended several Executive Development Programmes both at the London Business School and IMD, Switzerland. Moreover, as a noted industrialist, she has been associated with the businesses of chemicals, plantations, and information technology for over three decades. She is the Chairperson of Manjushree Plantations Limited. She is also a Member of the Board of Governors of Birla Institute of Technology and Science, Pilani. In addition, she is closely associated with several educational and cultural trusts, including Birla Education Trust.
Qualification	Post Graduate in English Literature
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. Manjushree Plantations Limited</li> <li>2. Usinara Trading and Services Private Limited</li> <li>3. Arbela Trading and Services Private Limited</li> <li>4. Birla Tyres Limited</li> <li>5. BTRL Limited</li> </ol>
Committee position held in other companies	Manjushree Plantations Limited – Member of Audit Committee & Stakeholder Relationship Committee
Remuneration (Excluding Sitting fees)	Nil
No of Board Meetings attended during the year	9
No of shares held in the Company	1069723

**Registered Office:**  
9/1, R. N. Mukherjee Road,  
Kolkata - 700 001  
28<sup>th</sup> April, 2023

**By Order of the Board**  
**Gautam Ganguli**  
**Company Secretary**