

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF KESORAM INDUSTRIES LIMITED

NOTICE is hereby given pursuant to the provisions of Sections 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014 (collectively the “Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) from time to time, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Resolution set out below is proposed to be passed by Members of Kesoram Industries Limited (the “Company”) by means of Postal Ballot only, by way of remote e-voting (“e-voting”) process.

The proposed Resolution and the Explanatory Statement pursuant to Section 102, 110 and any other applicable provisions of the Act, read with the Rules framed thereunder; setting out material facts and reasons thereof concerning the Resolution mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

Kindly record your assent or dissent only through the remote e-voting system provided by the Company.

SPECIAL BUSINESS:

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

To approve continuation of Lee Seow Chuan (DIN 02696217) as an Independent Director of the Company notwithstanding his attaining 75 years of age during his current tenure

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for Lee Seow Chuan (DIN 02696217) an Independent Director of the Company continuing as such till the expiry of his current term which will be upon the conclusion of the Company’s 106th Annual General Meeting notwithstanding his attaining 75 years of age during this term.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this Resolution.”

Registered Office:

Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata - 700 001
Date: 14th July, 2023

Kesoram Industries Limited

Gautam Ganguli
Company Secretary

Notes:

A. General Instructions:

1. An Explanatory Statement pursuant to Sections 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), setting out the material facts and reasons for the Resolution proposed to be passed is annexed hereto.
2. The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time.
3. The Company has engaged National Security Depository Ltd (NSDL) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
4. **The remote e-Voting period commences on Saturday, 5th August, 2023 from 9:00 A.M. (IST) and ends on Sunday, 3rd September, 2023 at 5:00 P.M. (IST).** The e-voting module shall be disabled by NSDL thereafter. The Scrutinizer will submit her report either to the Chairman of the Board or to any other person authorized by the Board upon completion of the scrutiny of votes cast through remote e-Voting. The results of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on Tuesday, 5th September, 2023.
5. The Board of Directors has appointed Ritu Bajaj (Membership No. FCS 9913) of Messrs. RP & Associates, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.
6. **Sending of the Postal Ballot Notice through Electronic Mode:** In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent/ Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date** i.e., **Friday, 28th July, 2023** and physical copy of Postal Ballot Notice will not be sent to the shareholders. Members may note that this Postal Ballot Notice will also be available on the website of the Company at www.kesocorp.com, websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange at www.bseindia.com, www.nseindia.com and www.cse-india.com respectively and on the website of NSDL at www.evoting.nsdl.com. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
7. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-Voting.
8. The Company hereby requests all its Members to register their e-mail address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to Members through e-mail. The Company had earlier sent letters to all Members in this regard. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:
 - a. Members holding shares in physical mode and who have not registered/ updated their e-mail address with the Company are requested to register/ update the same by submitting duly filled and signed Form ISR-1 with RTA.
 - b. Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participant.

- c. 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 16th 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.**
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or to any other person authorized by the Board within two working days from last date of remote e-Voting , i.e., on or before Tuesday, 5th September, 2023. The results of the e-Voting declared along with the Scrutinizer’s Report will be communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Ltd. and will be simultaneously displayed on the Notice Board of the Company at the Registered Office and will also be available on the website of the Company at www.kesocorp.com and on the website of NSDL at www.evoting.nsdl.com.
10. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-Voting i.e. Sunday, 3rd September, 2023.

B. Instructions for Remote e-Voting are given below:

- i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI - LODR Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-Voting facility to its Members.
- ii) Voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, 28th July, 2023** . Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date** will be entitled to cast their votes through remote e-Voting in accordance with the process specified in this Notice.
- iii) Members who need assistance can contact NSDL on evoting@nsdl.co.in/ 1800 1020 990 and 1800 22 44 30 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 – 24994360/ 022 – 24994545 or may refer the Frequently Asked Questions (FAQ) for Shareholders.
- iv) Institutional/ Corporate Members (i.e., other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Power of Attorney/ appropriate Authority Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail at rbajaj@rpaonline.in with a copy marked to evoting@nsdl.co.in. Alternatively, they can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.

- v) 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 to reset the password.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for remote e-Voting for Individual Shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “**e-Voting facility provided by Listed Entities**”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“**ESP**”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

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	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL viz. https://eservices.nsd.com/ either on a personal computer or on a mobile. 2. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open which will prompt you to enter existing User ID and Password. 3. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on “Access to e-Voting” appearing on the left hand side under e-Voting services and you will be able to see the e-Voting page. 5. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com/. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given above in points 1-5. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. 2. On the e-Voting system home page, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 3. A new screen will open which will prompt you to enter existing User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/ Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<p>2. After successful login of Easi/ Easiest the user will also be 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.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/RegistrationEasiRegistration.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail ID 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.</p>
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility.</p> <p>2. Upon logging-in, you will be able to see e-Voting option.</p> <p>3. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>4. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and/or “Forget 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>
<p>1. Visit the e-Voting website of NSDL. Open web browser and enter the URL: https://www.evoting.nsdl.com.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>3. A new screen will open. Enter your User ID, Password/ OTP 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 eservices, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.</p> <p>4. Your User ID details are given below:</p>

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***.

5. Password details for Shareholders other than Individual Shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?
- 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’.
- If your e-mail ID is not registered, please register it by following details mentioned above.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- 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.
- [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

<u>How to cast your vote electronically on NSDL e-Voting system?</u>
<ol style="list-style-type: none"> After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status. Select “EVEN” of Kesoram Industries Limited to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens. 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. Upon confirmation, the message “Vote cast successfully” will be displayed. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Lee Seow Chuan (“Mr. Lee”) was appointed an Independent Director of the Company at the 96th Annual General Meeting held on 12th December, 2015. He continued as such Independent Director at the Company’s 101st Annual General Meeting.

In compliance with the provisions of Regulation 17(1A) of LODR, consent of Members by way of Special Resolution is required for continuation of even an Independent Director on a listed company’s Board upon his/her attaining 75 years of age.

Mr. Lee’s present appointment as Independent Director will finally expire based on efflux of time on the conclusion of the Company’s 106th Annual General Meeting in the year 2025.

The Board’s Nomination & Remuneration Committee, in recommending Mr. Lee’s continuation on the Company’s Board, noted that although Mr. Lee will attain 75 years of age on 5 October, 2023, his vast acumen, especially in the Finance and Control areas gained internationally, including stints in India, before joining the Company’s Board has proved most beneficial for the Company. It was desirable therefore that the Company should continue to profit from the beneficent effects of his considerable expertise during his balance term.

Brief Profile of Mr. Lee as envisaged under Regulation 36 of LODR has already been provided on his re-appointment as an Independent Director at the Company’s 101st Annual General Meeting Notice.

In view of the above, the Board recommends the Special Resolution proposing Mr. Lee’s continuation on the Board of the Company even after his attaining the age of 75 years be approved.

Save and except Mr. Lee himself no other Director or Key Managerial Personnel or their relatives are concerned or interested in the Resolution.

Registered Office:

9/1, R. N. Mukherjee Road,
8th Floor, Birla Building,
Kolkata - 700 001

Date: 14th July, 2023

Kesoram Industries Limited

Gautam Ganguli
Company Secretary