

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Satish Narain Jajoo, Chairman

DIN : 07524333

Lee Seow Chuan

DIN : 02696217

Mangala Radhakrishna Prabhu

DIN : 06450659

Jitendra Kumar Agarwal

DIN : 06830635

Jikyeong Kang

DIN : 08045661

Rashmi Bihani

DIN : 07062288

P. Radhakrishnan

Whole-time Director & CEO

DIN : 08284551

Rohit Shah

Chief Financial Officer

Raghuram Nath

Company Secretary

Registered Office

Birla Building
 9/1, R.N. Mukherjee Road
 Kolkata - 700 001
 Phone No. : +91 33 22435453 / 22429454 / 22135121
 CIN : L17119WB1919PLC003429
 E-mail : corporate@kesoram.com
 Website : www.kesocorp.com

Bankers

IndusInd Bank Ltd.
 State Bank of India
 IDFC First Bank Ltd.

Share Transfer Agent

MCS Share Transfer Agent Limited
 (Unit : Kesoram Industries Ltd.)
 383 Lake Gardens, 1st Floor
 Kolkata - 700045
 Phone No. : 033-40724051-52
 E-mail : mcssta@rediffmail.com
 Website : www.mcsregistrars.com

Auditors

Walker Chandiok & Co. LLP
Chartered Accountants

Cygnnet Industries Limited

A wholly-owned subsidiary Company
 Factory Location : Kuntighat, Magra Road, Raghunathpur
 West Bengal - 712513

Members seeking any information on the Annual Report & Accounts are requested to send their queries to the Company on or before 5:00 p.m. (IST) on Wednesday, 9th July, 2025.

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NOTICE

TO THE MEMBERS

NOTICE is hereby given that the **One Hundred and Sixth Annual General Meeting (“AGM”)** of **KESORAM INDUSTRIES LIMITED** will be held at 11.30 A.M. on Wednesday, 16th day of July, 2025 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

General Business:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Jikyeong Kang (DIN: 08045661), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. **Appointment of Jitendra Kumar Agarwal (DIN: 06830635) as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Jitendra Kumar Agrawal (DIN: 06830635) who was appointed an Additional Director effective from 26th March, 2025, in terms of Section 161 of the Act and, based upon a favourable recommendation of the Board’s Nomination and Remuneration Committee as well as the Board of Directors and who will hold office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, and who has submitted a declaration to the effect of his compliance with the criteria of independence as provided under Section 149 of the Act, be and is hereby appointed an Independent Director for a period of five consecutive years commencing from this AGM;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this Resolution.”

4. **Appointment of Ritu Bajaj (Membership No. F9913, CP No. 11933) Proprietor, RP & Associates as Secretarial Auditor**

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“the LODR Regulations”), Section 204 of the Companies Act, 2013, and the rules made thereunder, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and as recommended by the Board, consent of the Members of the Company be and is hereby accorded to the Company to appoint Ritu Bajaj (Membership No. F9913, CP No. 11933) Proprietor, RP & Associates, a peered reviewed firm having office at The Dominion, 43A, Sarat Bose Road, 2nd Floor, Room No 204, Kolkata-700020 as the Secretarial Auditor to conduct Secretarial Audit of the Company for a period of five (5) consecutive financial years effective 1st April, 2025 to 31st March, 2030 at a remuneration of ₹ 2,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2025-26 and further increment(s) for the remaining tenure of the appointment, as may be mutually decided between the Company and the Secretarial Auditor and approved by the Board of Directors of the Company in this behalf.

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

Registered Office:

9/1, R. N. Mukherjee Road,
Kolkata - 700 001
25th April, 2025

By Order of the Board of Directors

Raghuram Nath
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts concerning the business under Item No. 3 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 (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“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 this Notice.
2. The Company’s Register of Members shall remain closed from 10th July, 2025 to 16th July, 2025 (both days inclusive).
3. Members can join the AGM through the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of Meeting by following the procedure mentioned 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. 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 the extant Ministry of Corporate Affairs (“MCA”) Circulars. Detailed instructions for joining the Meeting through VC / OAVM forms part of the Notes to this Notice.
4. 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.
5. 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 with a copy marked to 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.
6. As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars, the matters of Special Business as appearing at Item No. 3 & 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of Joint-holders, the 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 during the AGM.
9. The Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the website of the Company at 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 and www.nseindia.com respectively. These will also be available on the website of NSDL at 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 the Member(s) who may request for the same in writing to the Company.
10. **Instructions for attending the AGM through VC / OAVM are given below:**

Members will be able to attend the AGM 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. The necessary details for joining the Meeting are given below:

 - i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e- Voting system and 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 the 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 fluctuation 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.1800-222-990. After login, the Members who face any technical difficulty in accessing the VC link may contact said toll free no.

11. Procedure of Raising Queries / Seeking Clarifications:

- a. Members are encouraged to submit their queries with regard to the Financial Statements and/or any other matter being placed at the AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, sufficiently in advance to reach the Company's e-mail address at shareddepartment@kesoram.com on or before 5.00 p.m. (IST) on 9th July, 2025.
- b. Only those Members who have registered themselves as speakers will be permitted to express their views / queries at the AGM.

12. 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 system from a place other than the venue of the Meeting ("remote e- Voting") under an arrangement with The National Securities Depository Limited ("NSDL") as specified more fully in the instructions below.

- a. 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.
- b. 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. 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, 9th July, 2025, 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.

13. 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 voting period begins from **9.00 A.M. (IST) on Saturday, 12th July, 2025** and ends at **5.00 P.M. (IST) on Tuesday, 15th July, 2025**. During this period, Members of the Company, holding Shares either in physical form or in dematerialized form, as on the **cut-off date ("record date") i.e. Wednesday, 9th July, 2025**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. 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 e-Voting facility.

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider 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 or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. 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 Forget User ID and Forget Password option available at above mentioned 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.: 022-48867000 and 022-24997000
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 1800225533

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

- i) 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.
- ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii) 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 to
- 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 click on Active Voting Cycles, you will be able to see all the 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

- a. 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.
 - b. 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 / 022 – 24997000 or at E-mail ID: evoting@nsdl.co.in
14. 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.
15. 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.
16. **Instructions for Members for Attending the AGM through VC/OAVM are as under:**
- a. 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.
 - b. Members are encouraged to join the Meeting through Laptops for better experience.
 - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
 - d. 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.

- e. 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. The same will be replied by the Company suitably.
17. 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.
18. 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.
19. 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.
20. 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, 1st Floor, Kolkata – 700045, Phone: 033-40724051-52, Email: mcssta@rediffmail.com, in case the shares are held by them in physical form.
21. **Procedure for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
- a) Members who have not yet 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.
- b) 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.
- c) Alternatively, Members may also send an e-mail request to 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.
22. 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 Folios into one Folio for their own convenience.
23. 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 or the Ministry of Corporate Affairs at www.mca.gov.in.**

24. a) The Company has uploaded details of unpaid and unclaimed dividend and unclaimed shares which were transferred to the Investor Education and Protection Fund, on the Website of the Company www.kesocorp.com
 b) The Members / claimants whose shares, unclaimed dividend etc. have been transferred to the Investor Education and Protection 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). The Member / claimant can file only one consolidated claim in a Financial Year as per IEPF Rules.
25. 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 or shareddepartment@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, she/he can reset her/his password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free No.: **1800-222-990**.
26. 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.
27. Ms. Ritu Bajaj, (CP Registration No. 11933), Practicing 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.
28. 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.
29. 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.
30. 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.
31. 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.

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

Jitendra Kumar Agarwal (DIN: 06830635), was appointed an Additional Director by the Board of Directors of the Company by passing of resolution by circulation on 26th March, 2025. The appointment has been based upon a favourable recommendation from the Board's Nomination and Remuneration Committee ("the Committee"). Such recommendation having been accepted by the Board, Jitendra Kumar Agarwal was appointed as an Additional Director from this date.

In addition, the Board being satisfied with the Committee's recommendations that Jitendra Kumar Agarwal could be appointed an Independent Director, it is proposed that Jitendra Kumar Agarwal, as per the provisions of Section 164(2) of the Act, be appointed as an Independent Director for a period of five years from the conclusion of this Meeting.

Jitendra Kumar Agarwal, as an Independent Director, shall also abide by the Code of Conduct prescribed by the Board for its Members.

The Board is therefore of the opinion that it would be in the interest of the Company to appoint him as an Independent Director and thus recommends the passing of the Special Resolution set out at Item No. 3 of the AGM Agenda.

Based as his proposed appointment as Independent Director is upon a favourable recommendation from the Committee, no deposit stipulations will be applicable to him. Moreover, the Company has received a Notice from a shareholder proposing his name as a Director.

Except Jitendra Kumar Agarwal, no other Director or Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

The passing of this Resolution does not and will not relate to or affect any other Company.

Item Number 4

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, mandates approval of Members by means of an Ordinary Resolution for appointment of Secretarial Auditor of the Company from the financial year 2025-26 onwards.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., of Ritu Bajaj (Membership No. F9913, CP No. 11933) Proprietor, RP & Associates, a peer reviewed firm, the Board of Directors of the Company ('Board') has proposed the appointment of Ritu Bajaj (Membership No. F9913, CP No. 11933) Proprietor, RP & Associates ("RP & Associates"), as the Secretarial Auditors of the Company to conduct Secretarial Audit of the Company, for a consecutive period of five (5) financial years effective 1st April, 2025 to 31st March, 2030, at a remuneration of Rs. 2,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2025-26 and further increment(s) for the remaining tenure of the appointment, as may be mutually decided between the Company and the Secretarial Auditor and approved by the Board of Directors of the Company.

RP & Associates have consented to their appointment as the Secretarial Auditors and have confirmed that they are a peer reviewed firm holding necessary certificate issued by the Institute of Company Secretaries of India, has not incurred any of the disqualifications as specified by the Board and its majority of partners practising in India are qualified for appointment as Secretarial Auditors.

Your Directors recommend the said Resolution for approval by the Members by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 4 as set out in this Notice

Registered Office:

9/1, R. N. Mukherjee Road,
Kolkata - 700 001
25th April, 2025

By Order of the Board of Directors

Raghuram Nath
Company Secretary

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

Name of the Director	Jikyeong Kang	Jitendra Kumar Agarwal
DIN	08045661	06830635
Designation/Category of Directorship	Non-Executive Director	Independent Director
Date of Birth (Age)	22.10.1961	05.01.1965
Date of appointment (last)	17.06.2022	26.03.2025
Expertise in specific functional areas	Noted expert on marketing. At present the President & Dean of the Asian Institute of Management, Manila, Philippines. Visiting Professor at several Business Schools world wide. Former Director of the DBA Programme at Manchester Business School. Also an Independent Director of the Security Bank, one of Philippines' leading universal banks serving retail, commercial, corporate and institutional clients.	Fellow Member of the Institute of Chartered Accountants of India. Practicing Chartered Accountant with over three decades of experience. His comprehensive experience includes areas of bank audit, taxation, finance, risk management, strategic and tactical planning, management consultancy and corporate governance.
Qualification	Doctorate in Marketing	Chartered Accountant
Directorships held in other listed companies (excluding foreign companies)	Nil	HGI Industries Limited
Committee position held in other companies	Nil	Chairman in Audit Committee and Stakeholders' Relationship Committee in HGI Industries Ltd.
Listed entities from which person has resigned in last 3 years	Nil	Nil
No. of shares held in the Company	Nil	Nil

Registered Office:
9/1, R. N. Mukherjee Road,
Kolkata - 700 001
25th April, 2025

By Order of the Board of Directors

Raghuram Nath
Company Secretary

