



KESORAM INDUSTRIES LIMITED

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

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Website: www.kesocorp.com; Email: corporate@kesoram.net

Start Date	Tuesday, 26th February, 2019
Last Date	Wednesday, 27th March, 2019

Dear Shareholder(s),

NOTICE OF POSTAL BALLOT

Notice is hereby given in accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the Company proposes to pass the following Resolutions through Postal Ballot:

To consider and if thought fit, to give assent or dissent to the following **Special Resolutions**:

Item No.1

CONTINUANCE OF BASANT KUMAR BIRLA AS A DIRECTOR :

"**RESOLVED THAT**, pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals, if any, as may be necessary, consent of the Company be and is hereby accorded for the continuance of Basant Kumar Birla, (DIN: 00055856), who is above the age of 75, as a Director on the Company's Board of Directors and who was reappointed as a Director liable to retirement of Directors by rotation at the 99th Annual General Meeting of the Company, beyond 1st April, 2019 till the expiry of his present term of office;

RESOLVED FURTHER that for the purpose of giving effect to the Resolution, the Board and/or the Company Secretary be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as are or may be expedient or necessary."

Item No. 2

CONTINUANCE OF AMITABHA GHOSH AS AN INDEPENDENT DIRECTOR:

"**RESOLVED THAT**, pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals, if any, as may be necessary, consent of the Company be and is hereby accorded for the continuance of Amitabha Ghosh, (DIN: 00055962), who is above the age of 75, as an Independent Director on the Company's Board of Directors, beyond 1st April, 2019 till the expiry of his term of office which will be upon the conclusion of the Company's One Hundredth Annual General Meeting;

RESOLVED FURTHER that for the purpose of giving effect to the Resolution, the Board and/or the Company Secretary be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as are or may be expedient or necessary."

Place : Kolkata

Dated : February 12, 2019

By Order of the Board

Gautam Ganguli
Company Secretary

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement, as required under Section 102 of the Companies Act, as amended (the "**Companies Act**") in respect of the business specified above is annexed.
2. The notice for the postal ballot will also be available on the Company's website www.kesocorp.com and the website of the National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com.
3. As per Section 110(1) of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the items of business set out in the attached Notice are proposed to be passed by postal ballot. The items of business may also be transacted through the electronic voting system and the Company is providing the facility for voting by electronic means as specified more fully in Clause 18 hereunder.
4. The Board of Directors of the Company (the "**Board**") has appointed Salil Banerjee, a practicing Company Secretary, as the scrutiniser ("**Scrutiniser**") for conducting the postal ballot voting process in accordance with law in a fair and transparent manner.
5. Shareholders can exercise their voting rights either by using the attached postal ballot form or through electronic means. No other form or photocopy of the attached form will be permitted. The physical postal ballot form, duly completed, signed and sealed, should be returned in the enclosed self-addressed, postage pre-paid envelope directly to the Scrutiniser so as to reach him before **5:00 PM on March 27, 2019**. Responses received from any shareholders thereafter shall be treated

as if no response has been received from them. Shareholders are requested to send the duly completed postal ballot form well before this date allowing sufficient time for postal transit.

6. Envelopes containing the postal ballot form will also be accepted if a physical copy thereof, duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the shareholder. The postal ballot(s) may also be deposited personally at the Company's registered office at 8th Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001 ("**Registered Office**").
7. The attached self-addressed pre-paid envelope bears the name and address of the Scrutiniser appointed by the Board. The postal ballot form, after casting of vote, should be put inside the same and the envelope be duly sealed.
8. The physical postal ballot form should be signed by the shareholder as per the specimen signature registered with the Company. In case shares are jointly held, such postal ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and, in his/her absence, by the next named shareholder. Holders of powers of attorney ("**PoA**") on behalf of a shareholder may vote on the postal ballot mentioning the Registration No. of the PoA registered with the Company or attach a copy of the PoA attested by a notary. Unsigned postal ballot forms will be rejected.
9. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their bankers/depository participants ("**DPs**"). The signature should be verified by their bankers / DPs by affixing a rubber stamp/seal mentioning name and address of the bankers / DP and name, stamp and signature of the authorised signatory of the said bankers / DPs.
10. Voting will be reckoned in relation to a shareholder's holding of the paid-up Equity Share capital of the Company as at close of business on **February 08, 2019**. A person who is not a shareholder as on February 08, 2019 should treat this notice for information purpose only.
11. In the event that equity shares are held by companies, trusts, societies or other bodies corporate, the duly completed postal ballot form should be accompanied by a certified copy of Board resolution/authorisation, together with the attested specimen signature(s) of the duly authorised signatory(ies) giving the requisite authority to the person voting on the postal ballot form.
12. Shareholders are requested not to send any document (other than the resolution/ authorisation mentioned in Clause 8 and 11 above) along with the completed postal ballot form inside the enclosed self-addressed pre-paid envelope, as all such envelopes without opening will be sent to the Scrutiniser. Should any extraneous matter be found in any such envelope, such matter will not be considered and would be destroyed by the Scrutiniser. Shareholders are also requested not to write anything on the form other than their assent or dissent and affixing their signature.
13. There will be only one postal ballot form for each folio/ client id. Exercise of vote through postal ballot is not permitted through proxy.
14. A postal ballot form shall be considered invalid if -
 - (i) A form other than one issued by the company has been used;
 - (ii) It has not been signed by or on behalf of the shareholder;
 - (iii) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - (iv) It is not possible to determine without any doubt the assent or dissent of the shareholder;
 - (v) Neither assent nor dissent is mentioned;
 - (vi) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
 - (vii) The envelope containing the postal ballot form is received after the last date prescribed;
 - (viii) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (ix) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - (x) The shareholder has made any amendment to the resolution or imposed any condition while exercising his/her vote.
15. The Scrutiniser will submit his report to the Company after completion of scrutiny of postal ballot form. The result of the postal ballot will be announced by **3:00 P.M. on Friday, March 29, 2019** at the Registered Office of the Company. The result along with the Scrutiniser's Report will be displayed at the Registered Office of the Company and hosted on the website of the Company www.kesocorp.com, the weblink will be http://www.kesocorp.com/DOCS/management_corner.php#slide_2 for the same.

The result will also be simultaneously communicated to NSDL as well as the Stock Exchanges where the shares of the Company are listed.
16. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly adopted at a general meeting convened in that behalf on the last date for receipt of completed postal ballot form i.e. **March 25, 2019**. The Scrutiniser's decision on the validity of a completed postal ballot form shall be final and binding.
17. The Company is also providing the facility of voting through the electronic voting system ("**e-voting**") under an arrangement with NSDL and will also consider votes cast through the e-voting system while declaring the results of the postal ballot. **A shareholder cannot vote both by post and e-voting. If he/she votes both by post and e-Voting, his/her vote by post shall be treated as invalid.**
18. Instructions and information relating to e-voting are as follows:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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 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, your ‘initial password’ is communicated to you on your postal address.
- vi) If 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

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to banerjeesalil@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- 2 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.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Securities and Exchange Board of India has, vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 (“the Regulations”), in which certain provisions of these Regulations have been made effective from 1st April, 2019. Regulation 17(1A) provides for a Director above the age of 75 as on 1st April, 2019 to seek a fresh mandate from the Company through a Special Resolution for continuing as such beyond 1st April, 2019.

Accordingly, approval by Special Resolution is sought for Basant Kumar Birla, a Non-Executive Director and Chairman of the Company’s Board to continue as a Director of the Company liable to retirement of Directors by rotation till the expiry of his present term of office.

Mr. Birla is a Promoter of the Company. He has been on the Company’s Board of Directors (“the Board”) since 1936 and has been Chairman of the Board for several decades. He has been amongst the few inspirational business leaders of the country and has received accolades for his pioneering contributions to the country’s industrialisation. In addition, Mr. Birla has been one of the first industrialists to plant India’s industrial footprint abroad. The several awards that he has been conferred with overseas, including the Medal of the Order of Menelik II, the highest Ethiopian civil award, bears testimony to the zeal that he has ushered in promoting and running diverse businesses abroad. Mr. Birla continues to be an industrialist of exceptional distinction. The Board has benefitted enormously from Mr. Birla’s leadership qualities and the rare foresight that he has brought to bear on the Company and wishes to, upon the recommendation of the Board’s Nomination and Remuneration Committee, to continue to draw on Mr. Birla’s huge acumen.

Apart from this Company, Mr. Birla chairs the Boards of Century Textiles and Industries Limited, Century Enka Limited and Jay Shree Tea and Industries Limited. He is also on the Board of Pileri Investment and Industries Corporation Limited. He holds 402496 shares in the Company.

Mr. Birla is related to Manjushree Khaitan (“Mrs. Khaitan”), Executive Vice-Chairperson of the Board. Other than Mr. Birla and Mrs. Khaitan, no other director or Key Managerial Personnel or their relatives have any concern or interest in the Resolution whether financially or otherwise. The passing of this Resolution does not and will not relate to any other company.

The Board therefore recommends passing of the Special Resolution set out in Item No. 1 of this Notice.

Item No. 2

Amitabha Ghosh (“Mr. Ghosh”) was appointed a Non- Executive Independent Director of the Company under Section 149 and Schedule IV of the Companies Act, 2013 from the conclusion of the Company’s Ninety-fifth Annual General Meeting to the conclusion of the Company’s One Hundredth Annual General Meeting.

As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by notification no. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, the approval of the Company by Special Resolution is required for Mr. Ghosh who is above the age of 75, continuing as a Director beyond 1st April, 2019.

A Chartered Accountant with additional professional qualifications in banking, Mr. Ghosh is a former Chairman and Managing Director of Allahabad Bank. He has also functioned as a Deputy Governor of Reserve Bank of India (“RBI”) as well as a Governor of RBI. At the RBI, Mr. Ghosh has headed / been a Member of several Committees on various aspects of its operations. He has been on this Company’s Board since 1984 and has no Shareholding in the Company.

Based upon the recommendations of its Nomination and Remuneration Committee, the Board considers the depth of Mr. Ghosh’s banking experience gained over the past few decades and his ability to apply this expertise in real life situations to be unique and wishes to continue getting the benefit of Mr. Ghosh’s acumen beyond 1st April, 2019.

Mr. Ghosh is also an Independent Director on the Boards of Orient Paper & Industries Ltd. and Zenith Fibres Ltd. and is a Member of the Audit Committees of both these companies.

None of the Promoters, Directors, (except Mr. Ghosh) or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution. The passing of the Resolution does not and will not relate to any other Company. The Board accordingly recommends, passing of the Special Resolution, for the approval of the Members of the Company set out in Item No. 2 of this Notice.

Place : Kolkata

Dated : February 12, 2019

By Order of the Board

Gautam Ganguli
Company Secretary