

BSE Ltd. First Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	National Stock Exchange of India Ltd. “Exchange Plaza”, Plot no. C/1, G. Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700001
(BSE Scrip Code – 502937)	(NSE Symbol – KESORAMIND)	(CSE Scrip code – 10000020)

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI - LODR Regulations”), we enclose a copy of Postal Ballot Notice dated August 5, 2025 along with the Explanatory Statement (“Postal Ballot Notice”), dispatched today, for seeking approval of members of Kesoram Industries Limited (“the Company”) by a Special Resolution through Postal Ballot by voting through electronic means (“remote e-Voting”) to re-appoint Mr. Radhakrishnan Padmalochanan as a Whole-time Director and Chief Executive Officer of the Company, for a period of one year effective 8th August, 2025.

In compliance with the General Circulars issued by the Ministry of Corporate Affairs from time to time, this Postal Ballot Notice is being sent only through electronic mode to all those Shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories and whose e-mail addresses are registered with the Registrar and Share Transfer Agent/ Depositories as on the Cut-off date i.e. Friday, August 1, 2025.

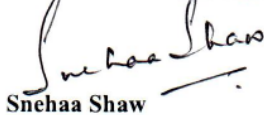
The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-Voting facility to its Members. **The remote e-Voting period commences on Wednesday, August 6, 2025 from 9:00 A.M. (IST) and ends on Thursday, September 4, 2025 at 5:00 P.M. (IST).** During this period, Shareholders of the Company may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on the Resolution is cast by the Shareholder, s/he shall not be allowed to change it subsequently. Voting rights of the 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. Communication of assent or dissent of the Shareholders would only take place through the remote e-Voting system,

The Postal Ballot Notice is also available on the website of the Company at www.kesocorp.com and on the website of NSDL at www.evoting.nsdl.com.

You are requested to take the same on your record.

Yours faithfully,

For Kesoram Industries Limited



Snehaa Shaw

Company Secretary and Compliance Officer



Encl: as above.

KESORAM INDUSTRIES LIMITED

Regd. Office: 9/1 R. N. Mukherjee Road, Kolkata -700 001

CIN: L17119WB1919PLC003429

Phone: 033-2243 5453, 2242 9454, 2213 5121;

Website: www.kesocorp.com; E-mail: corporate@kesoram.com

NOTICE OF POSTAL BALLOT

TO THE MEMBERS OF KESORAM INDUSTRIES LIMITED

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (“**the Act**”), read with the Companies (Management and Administration) Rules, 2014 (“**Relevant Rules**”), including any statutory modification or re-enactment thereof for the time being in force, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI - LODR Regulations**”) for seeking approval of members of Kesoram Industries Limited (“**the Company**”) by a Special Resolution through Postal Ballot by voting through electronic means (“**remote e-Voting**”) to re-appoint Mr. Radhakrishnan Padmalochanan as a Whole-time Director and Chief Executive Officer of the Company, for a period of one year effective 8th August, 2025. Communication of assent or dissent by Members shall take place only through the remote e-Voting system.

An Explanatory Statement pursuant to Sections 102 of the Act, pertaining to the Resolution setting out material facts and the reasons thereof, is appended to this Postal Ballot Notice.

Ritu Bajaj (Membership No. FCS 9913) of RP & Associates, Practicing Company Secretaries, has been appointed by the Board of Directors as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In compliance with the Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/its Registrar and Share Transfer Agent/ Depositories. Should your e-mail address be not registered with the Company/the Registrar and Share Transfer Agent/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-Voting period commences on Wednesday, 6 August, 2025 from 9:00 A.M. (IST) and ends on Thursday, 4 September, 2025 at 5:00 P.M. (IST). 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 Saturday, 6 September, 2025.

The voting results together with the Scrutinizer’s Report will be intimated to BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Ltd., where the Company’s Equity Shares are listed. Additionally, the results will be uploaded on the Company’s website at www.kesocorp.com and on the website of National Securities Depository Limited (“**NSDL**”) at www.evoting.nsdl.com.

SPECIAL BUSINESS:

Re-appointment of Radhakrishnan Padmalochanan as a Whole-time Director and Chief Executive Officer of the Company, for a period of one year effective 8th August, 2025

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded to the re-appointment of Radhakrishnan Padmalochanan (DIN: 08284551) as a Whole-time Director and Chief Executive Officer of the Company, for a period of one year effective 8th August, 2025 on the same terms of remuneration as was approved by the shareholders before as set out herein below:

(a) Basic Salary & Allowances: Not exceeding ₹ 5,29,00,000 (Rupees Five Crores and Twenty Nine Lakhs only) per annum as may be decided by the Board or any Committee thereof from time to time and as may be permissible under the provisions of Schedule V of the Companies Act, 2013.

(b) Car with chauffeur for official use only and extension of communication facilities in the form of wi-fi and telephone including cell phone for official purposes will not be reckoned as remuneration.

(c) No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.

(d) In the event of loss/inadequacy of profits during tenure, the above remuneration including perquisites shall be Payable as minimum remuneration, subject to such approvals as may be necessary, under Schedule V of the Act.

(e) Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.

RESOLVED FURTHER THAT the appointment shall be terminable: (a) by efflux of time; or (b) by one party serving the other a three months’ written notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee;

Registered Office:

Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata - 700 001.
Date: 5th August, 2025

Kesoram Industries Limited

Snehaa Shaw
Company Secretary

Notes:

A. General Instructions:

1. An Explanatory Statement setting out the material facts pursuant to Sections 102 and 110 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”), as amended, relating to the Resolutions proposed to be passed is annexed hereto.
2. **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, 1 August, 2025. 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.
3. 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.
4. 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.
5. **Members to register e-mail addresses to receive this Notice electronically:**

As part of the Company’s green initiative and to facilitate Members to receive this Notice electronically, if your e-mail address is not registered with the RTA/ Depositories, you may register on or before 5:00 P.M. (IST) on Friday, 1 August, 2025 to receive this Postal Ballot Notice by sending an e-mail/ letter to the Company’s RTA at mcssta@rediffmail.com.

- Please note that the above facility is only for temporary registration of e-mail address for receipt of this Notice and the e-Voting instructions along with the User ID and Password. Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-Voting by providing demat account number/ Folio number, client master or copy of Consolidated Account Statement, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
- For permanent registration of e-mail, please contact your Depository Participant, if shares are held in electronic

form and to our Registrar and Share Transfer Agent, if shares are held in physical form.

6. Ritu Bajaj (Membership No. FCS 9913) of Messrs. RP & Associates, Practicing Company Secretaries, is appointed as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.
7. 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 Saturday, 6 September 2025. 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.
8. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-Voting i.e., Thursday, 6 September, 2025.

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, 1 August, 2025**. 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. **The remote e-Voting period commences on Wednesday, 6 August, 2025 from 9:00 A.M. (IST) and ends on Thursday, 4 September, 2025 at 5:00 P.M. (IST)**. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on the Resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
- 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 at e-mail ID: evoting@nsdl.co.in.
- 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.

- vi) 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 1020 990** and **1800 22 44 30** or send a request at evoting@nsdl.co.in.
- vii) **The remote e-Voting period commences on Wednesday, August 4, 2025 from 9:00 A.M. (IST) and ends on Thursday, 4 September, 2025 at 5:00 P.M. (IST).** The e-Voting module shall be disabled by NSDL for voting thereafter.

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
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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 redirected 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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. 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>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.

How to Log-in to NSDL e-Voting website?	
<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.</p> <p>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>	
4. 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***.
<p>5. Password details for Shareholders other than Individual Shareholders are given below:</p> <ol style="list-style-type: none"> 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'? <ol style="list-style-type: none"> 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 register it by following details mentioned above. <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <ol style="list-style-type: none"> 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 etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>	

Details on Step 2 are mentioned below:

<p>How to cast your vote electronically on NSDL e-Voting system?</p>
<ol style="list-style-type: none"> 1. 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. 2. Select "EVEN" of Kesoram Industries Limited to cast your vote during the remote e-Voting period. 3. Now you are ready for e-Voting as the Voting page opens. 4. 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. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. 7. 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

The tenure of Mr. Radhakrishnan Padmalochanan (Mr. P. Radhakrishnan) as Whole-Time Director and Chief Executive Officer of the Company is due to expire on 7th August 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14th July, 2025, have recommended/approved the re-appointment of Mr. P Radhakrishnan as Whole-Time Director and Chief Executive Officer of the Company for a further period of one (01) year with effect from 8th 2025 to 7th August, 2026, subject to the approval of the shareholders by way of a Special Resolution, on the existing terms of remuneration as set out in the resolution without any change.

Following the successful Demerger of the Company's principal business segment, 'Cement', completed on 1st March 2025, the remaining operations have entered a transitional phase. Consequently, the Company did not generate any operational profit on a standalone or consolidated basis for the financial year 2024–25, as defined under Section 198 of the Companies Act, 2013. The reported net profit for the year—both standalone and consolidated—primarily reflects a one-time demerger gain of ₹5,675.63 crores, recorded as an accounting entry in accordance with applicable accounting standards and adjusted against the Reserves. Despite the current scale of residual operations including subsidiary's operation, the Board deems it essential to retain and reappoint seasoned leadership to steer the Company through its post-demerger restructuring, strategic repositioning and manage subsidiary's operation.

Mr. Radhakrishnan has been instrumental in overseeing the demerger process and has demonstrated exceptional leadership in managing the Company's affairs during this critical period. His continued association is vital for post-demerger restructuring, strategic repositioning and spearheading subsidiary's business viz Rayon, Transparent paper and chemicals.

In recognition of his contributions and to ensure continuity in leadership, the Board proposes to re-appoint him for one (1) year with existing remuneration. In the absence of profits, the remuneration to be paid exceeds the limits prescribed under Companies Act 2013 and Schedule V thereof.

Mr. Radhakrishnan is not debarred from holding the office of the Director by virtue of any Order passed by the SEBI or any other such authority and is also not a willful defaulter and economic offender.

He is not related to any Director or any other Key Managerial Personnel or Promoter of the Company, at any time during the last two years before or after the date of his appointment. Mr. Radhakrishnan holds 624 Equity Shares of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, either directly or indirectly, financially or otherwise, in passing of the said Resolution, save and except to the extent of their respective interest, if any, as shareholders of the Company.

Considering the above and keeping in mind the requirements of applicable provisions of the Companies Act, 2013, Rule thereof, Secretarial Standard and Securities Exchange Board of India requirements, the Board recommends this special resolution for shareholders' approval.

General information as sought in schedule V Section II of the Companies Act 2013 are as under:

Particulars	Details		
General Information			
Nature of Industry	Manufacturing (on a consolidated basis)		
Date of Commencement of Commercial Production	Company is a 106 years old Company and commenced its operation since the year 1919		
Financial Performance (Last 3 Years)	Year	Total Income (Rs. in Crores)	Net Profit (Loss) (Rs. in Crores)
	2024-25 (*)	23.81	5431.51 (\$)

	2023-24 (**)	21.96	(328.96)						
	2022-23	3,603.93	(115.67)						
Foreign Investments or Collaborations	Nil								
Information about the Appointee									
Background Details	<p>Mr. P Radhakrishnan was appointed as a Whole-time Director & Chief Executive Officer (“WTD & CEO”) on the Board of the Company effective 8th August, 2019. He was overseeing the Cement, Rayon, Chemical and Transparent Paper Businesses of the Company and the group.</p> <p>A qualified Chartered Accountant and Cost & Management Accountant, Mr. Radakrishnan joined Company in the year 2014. In a career spanning over a decade at KIL, he has held various senior roles at the business and corporate level. Before becoming the WTD & CEO, he held the position of the Chief Financial Officer of the Company responsible for Finance, Treasury, Accounts and Taxation functions, and prior to that, he was Treasurer. He has extensive experience in cement Industry apart from that has also worked in automobile, oil and gas industries. He has been driving business decisions and strategy of Kesoram and group companies. He has been exceptional in his networking with stakeholders, a capable team builder and has strong people skills.</p>								
Past Remuneration	<p>Rs. 5.29 crores per annum plus others as stated in the Resolution</p> <p>Gross Salary:</p> <table> <tr> <td>Salary</td> <td>Rs. 498.10 lakhs</td> </tr> <tr> <td>Perquisites</td> <td>Rs. 7.56 lakhs</td> </tr> <tr> <td>P.F.</td> <td>Rs. 15.84 lakhs</td> </tr> </table>			Salary	Rs. 498.10 lakhs	Perquisites	Rs. 7.56 lakhs	P.F.	Rs. 15.84 lakhs
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Perquisites	Rs. 7.56 lakhs								
P.F.	Rs. 15.84 lakhs								
Recognition or Awards	N.A.								
Job Profile and Suitability	<p>Mr. Radhakrishnan is in the group for over a decade and currently serving as Whole-time Director and Chief Executive Officer and sole Executive Director on the Board of the Company. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company’s operations. It would be therefore in the interest of the Company to re-appoint Mr. Radhakrishnan to his current position is deemed beneficial to the Company.</p>								
Remuneration Proposed	Same as past, as stated in the Resolution								
Comparative Remuneration Profile	<p>Considering Mr. Radhakrishnan’s the qualification, profound knowledge, experience and the responsibilities shouldered by him for the Company and its subsidiary, his appointment and remuneration paid to him for one additional year is commensurate with remuneration of similar senior levels in similar sized domestic companies is justified.</p>								
Pecuniary Relationship	Nil								
Other Information									
Reasons for Inadequate Profits / Loss	<p>Post Demerger of Cement business, Company has no operation on a standalone basis but will run with its subsidiary business viz Rayon, Transparent and Chemicals manufacturing).</p>								
Steps Taken for Improvement									
Expected Increase in Productivity and Profits									

(*) – Based on Audited Financial Statement for FY 2024-25

(**) – Based on re-stated Audited Financial Statement for FY 2023-24, post Demerger of Cement Business with appointed dated 1st April, 2024.

(\$) – Post effect of Demerger gain of ₹5,675.63 crores

A brief profile of Mr. P. Radhakrishnan, as required under Secretarial Standard – 2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided below:

Sr No	Particulars	Mr. P. Radhakrishnan
1	Director Identification Number (DIN)	08284551
2	Qualification	Chartered Accountant and Cost and Management Accountant
3	Experience	30 years +
4	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	As per Resolution
5	Date of first appointment on Board	8th August, 2019
6	Shareholding in Company	624
7	Relationship with other Director and KMP	N.A
8	No. of Board meetings attended during the year (Upto date of this Notice)	Two (2)
9	Other Directorship, Membership/Chairmanship of Committees of other Boards	Nil

Registered Office:
 9/1, R. N. Mukherjee Road,
 8th Floor, Birla Building,
 Kolkata - 700 001
 Date: 5 August, 2025

Kesoram Industries Limited

Snehaa Shaw
 Company Secretary