

KIL/SE/Reg. 30/2022-2023

Dated: 14.11.2022

BSE Ltd. First Floor, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai — 400001	National Stock Exchange of India Ltd. “Exchange Plaza”, Bandra-Kurla Complex, Bandra (E) Mumbai — 400051	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata — 700001
(Equity Scrip Code — 502937) (NCD Scrip Code — 973060)	(Symbol - KESORAMIND)	(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 November 8, 2022 along with the Explanatory Statement (“Postal Ballot Notice”), dispatched today, for seeking the approval of the Shareholders of Kesoram Industries Limited (“the Company”) to issue and allot unlisted Non-Convertible Cumulative Redeemable Preference Shares to a Promoter-Member of the Company on private placement basis by way of a Special Resolution.

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, November 11, 2022.

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 Tuesday, November 15, 2022 from 9:00 A.M. (IST) and ends on Wednesday, December 14, 2022 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.

Shareholders whose e-mail addresses are not registered with the Registrar and Share Transfer Agent/ Depositories, may register their e-mail addresses on or before 5:00 P.M. (IST) on Friday, December 09, 2022 to receive this Postal Ballot Notice by sending an e-mail/ letter to the Company’s RTA at mcssta@rediffmail.com.

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.

Thanking you,

Yours faithfully,

For Kesoram Industries Limited

GAUTAM Digitally signed by
GANGULI GAUTAM GANGULI
 Date: 2022.11.14
 17:07:37 +05'30'

Gautam Ganguli
Company Secretary

Encl: As above

P + 91 33 2243 5453, 2242 9454
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 F + 91 33 2210 9455
 E : corporate@kesoram.net

Kesoram Industries Limited
 Registered & Corporate Office
 9/1, R.N. Mukherjee Road, Kolkata - 700 001
 CIN - L17119WB1919PLC003429



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**

NOTICE is hereby given pursuant to the provisions of Sections 110 and 108 and other applicable provisions of the Companies Act, 2013 (“**the Act**”), the Rules notified thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI - LODR Regulations**”) that a Resolution seeking general body approval to issue and allot unlisted 5% Non-Convertible Cumulative Redeemable Preference Shares to a Promoter-Member of the Company on private placement basis, is proposed to be passed as a Special Resolution through Postal Ballot only by voting through electronic means (“**remote e-Voting**”). Communication of assent or dissent by Members shall take place only through the remote e-Voting system.

In compliance with extant Ministry of Corporate Affairs directions, 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.

An Explanatory Statement pursuant to Sections 102 of the Act, pertaining to the Resolution setting out material facts and reasons thereof, is appended to this Postal Ballot Notice. Ritu Bajaj (Membership No. FCS 9913) of RP & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences on Tuesday, November 15, 2022 from 9:00 A.M. (IST) and ends on Wednesday, December 14, 2022 at 5:00 P.M. (IST). The Scrutinizer will submit her report to the Chairman or to any other person authorized by her upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on December 16, 2022.

The voting result 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:**1. To Issue unlisted 5% Non-Convertible Cumulative Redeemable Preference Shares on private placement basis**

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

“RESOLVED THAT pursuant to Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 (hereinafter referred to as “the Act” which expression shall include any amendment thereof and the rules framed from time to time thereunder), applicable provisions under SEBI or other statute, read with the provisions of the Company’s Memorandum and Articles of Association, and subject to receipt of approval from lenders, if any, the Company be and is hereby authorised to create, offer, issue and allot, in one or more tranches, upto 90,00,000 (Ninety Lakhs) unlisted 5% Non-Convertible Cumulative Redeemable Preference Shares of face value of Rs. 100/- each (‘NCCRPS’), for an amount upto Rs. 90,00,00,000/- (Rupees Ninety Crores only) to Manav Investment and Trading Company Limited (“Manav”) a Promoter-Member of the Company, on private placement basis.

RESOLVED FURTHER that the principal terms of the NCCRPS shall be as follows:

- i. The instrument shall carry a preferential right *vis-à-vis* Equity shares of the Company with respect to payment of dividend and repayment of capital but without premium;
- ii. Dividend @ 5% payable each financial year shall be cumulative;
- iii. The instrument together with arrear cumulative dividend, if any, will be redeemed upon expiry of ten years, or earlier, at the option of the Company, from the date of allotment;
- iv. The instrument shall be redeemed at par.
- v. The instrument will not carry voting rights except as provided under Section 47(2) of the Companies Act, 2013 in respect of preference shares;
- vi. The instrument shall not participate in any surplus funds, surplus assets and profits that may remain after the entire Share Capital of the Company stands repaid upon its winding up;
- vii. The instrument not being a convertible security, the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 on Preferential Issue is not applicable and consequently, the instrument is not subject to any lock-in period.

RESOLVED FURTHER that the Board (which expression for these purposes shall include its Fund Raising Committee), be and is hereby authorised to do all such acts, deeds and things and take all such steps and action, execute all such deeds, documents and writings and also give such directions (including empowering such Company Executive(s) to perform such incidental functions) as it may in its absolute discretion think fit, including payment of fees incurring of expenses in relation thereto, filing documents, forms, etc. as required, with the authorities and further to settle any questions, difficulties or doubts that may arise in this regard.”

Registered Office:

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

Date: November 8, 2022

For Kesoram Industries Limited

Sd/-

Gautam Ganguli
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, November 11, 2022. 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 and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.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:**

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, December 9, 2022 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 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 her within two working days from last date of voting, i.e., on or before Friday, December 16, 2022. 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., Wednesday, December 14, 2022.**

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, November 11, 2022**. 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 Tuesday, November 15, 2022 from 9:00 A.M. (IST) and ends on Wednesday, December 14, 2022 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 Tuesday, November 15, 2022 from 9:00 A.M. (IST) and ends on Wednesday, December 14, 2022 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 09, 2020 on “**e-Voting facility provided by Listed Entities**”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	A. NSDL IDeAS facility If you are already registered, follow the below steps: 1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open which will prompt you to enter existing User ID and Password. 3. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on “Access to e-Voting” appearing on the left hand side under e-Voting services and you will be able to see the e-Voting page. 5. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered, follow the below steps: 1. Option to register is available at https://eservices.nsdl.com/. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5. B. e-Voting website of NSDL 1. Open web browser by typing the following URL: https://www.evoting.nsdl.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. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/mveasi/RegistrationEasiRegistration. 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.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	1. You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility. 2. Upon logging-in, you will be able to see e-Voting option. 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. 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.

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?					
1. Visit the e-Voting website of NSDL. Open web browser and enter the URL: https://www.evoting.nsdl.com. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 3. A new screen will open. Enter your User ID, Password/ OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically. 4. Your User ID details are given below: <table border="1"> <tr> <td>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</td><td>Your User ID is:</td></tr> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td><td>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*****.</td></tr> </table>		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*****.
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:				
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.				

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***.

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail ID is not registered, please register it by following details mentioned above.

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

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

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

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

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

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. - Select "EVEN" of Kesoram Industries Limited to cast your vote during the remote e-Voting period. - Now you are ready for e-Voting as the Voting page opens. - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. - Upon confirmation, the message "Vote cast successfully" will be displayed. - Once you confirm your vote on the resolution, you will not be allowed to modify your vote. - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

As per the provisions of Sections 42, 55 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company seeking to issue and allot Preference Shares on private placement basis to a select group of investor(s) requires to obtain approval of its Members through special resolution for each such offer or invitation.

In accordance with the above and based upon the recommendations of the Fund Raising Committee to the Board, the Company wishes to issue and allot to Manav Investment and Trading Company, (“Manav”) a Member-Promoter, upto 90,00,000 (Ninety Lakhs) unlisted 5% Non-Convertible Cumulative Redeemable Preference Shares (“NCCRPS”) of the face value of Rs.100 each on private placement basis, in one or more tranches, upto Rs. 90,00,00,000 (Rupees Ninety Crores only) upon the following material terms as are envisaged in Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014.

a.	Size of issue and number of preference shares to be issued and nominal value of each share	Upto 90,00,000 (Ninety Lakhs) NCCRPS of nominal value of Rs.100/- each upto Rs. 90,00,00,000/- (Rupees Ninety Crores).
b.	Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Cumulative, non-participating, non-convertible, redeemable preference shares.
c.	Objectives of issue	The proceeds of the issue will be primarily utilized to reduce the Company’s finance cost and also to augment working capital.
d.	Manner of issue of shares	Private placement to Manav
e.	Price at which such shares are proposed to be Issued	Face value of Rs. 100/- each.
f.	The basis on which the price has been arrived at	Issuance at par. Nonetheless, a Valuation report from a Register valuer is obtained.
g.	Terms of issue, including terms and rate of dividend on each share, etc.	Ten year term. Shares will be redeemed at par upon expiry of a term of 10 years from date of allotment. 5% Dividend p.a. being cumulative will be paid on maturity. The shares will not be listed.
h.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Mandatorily redeemable at the end of 10 years from date of allotment. Redemption at par. Premature redemption at the sole option of the issuer. These are non-convertible preference shares.
i.	Manner and mode of redemption	As agreed upon between holder and issuer in accordance with the Act read with relevant rules thereunder.
j.	Current shareholding pattern of the Company	Shareholding pattern as on September 30, 2022 annexed to this Notice.
k.	Expected dilution in equity share capital upon conversion of preference shares	Inapplicable since conversion into Equity Shares is not contemplated.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosures would be as follows:

a.	Particulars of offer including date of passing of Board resolution	The Board of Directors of the Company at its Meeting held on 8 November, 2022 has approved the issuance of NCCRPS, in one or more tranches, to Manav, on private placement basis, for an amount upto Rs. 90,00,00,000/- (Rupees Ninety Crores only) in the form of 90,00,000 5% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 100/- each.
b.	Kinds of securities offered and the price at which security is being offered	Cumulative, non-participating, non- convertible, redeemable preference shares of face value of Rs. 100/- each. The shares will be issued at par.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issuance at par.
d.	Name and address of valuer who performed valuation	Manish Gadia, 5, Raja Subodh Mullick Square, 2 nd Floor, Kolkata – 700013. REGN. NO. IBBI/RV/06/2019/11646
e.	Amount which the Company intends to raise by way of such securities	Upto Rs. 90,00,00,000/-.
f.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The Company proposes to issue upto 90,00,000 5% NCCRPS of face value Rs.100 each to Manav in one or more tranches, upto Rs.90,00,00,000/-. Term of 10 years from date of allotment. The proceeds of the issue will be primarily utilized to reduce the Company's finance cost and also to augment working capital. These shares will not be listed on any Stock Exchange. Shares so issued will be unsecured and do not carry any charge on the assets of the Company.

Save and except Manjushree Khaitan and her relatives, no other Director or Key Managerial Person of the Company and their relatives have any concern or interest, financially or otherwise in the Resolution.

The Board recommends the Special Resolution set forth in the above Notice for acceptance by Members.

Registered Office:

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

Date: November 8, 2022

For Kesoram Industries Limited

Sd/-

Gautam Ganguli
Company Secretary

Annexure

Equity Shares Shareholding Pattern as on September 30, 2022

Shareholders	No. of Shares	Percentage (%)
A) Promoter and Promoter Group	13,48,22,064	43.40
Total (A)	13,48,22,064	43.40
B) Public Shareholding		
1. Institutional		
- Insurance Companies	200	0.00
- FIIs/FPIs	12,86,413	0.41
- Others	4,00,20,271	12.88
Sub total (B1)	4,13,06,884	13.29
2. Non-Institutional		
- Individuals	3,85,20,056	12.40
- Other	8,89,72,784	28.64
Sub total (B2)	12,74,92,840	41.04
Total (B=B1+B2)	16,87,99,724	54.33
C) Shares against custodians & against which depository receipts have been issued	70,41,875	2.27
Total (A)+(B)+(C)	31,06,63,663	100.00

Preference Shares Shareholding Pattern as on September 30, 2022

Shareholders	No. of Shares	Percentage (%)
State level Financial Institution	19,19,277	100.00