

KIL/SE/Reg. 30/2022-2023

Dated: 23.01.2023

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 January 16, 2023 along with the Explanatory Statement (“Postal Ballot Notice”), dispatched today, for seeking the approval of the Shareholders of Kesoram Industries Limited (“the Company”) to sell/transfer or otherwise dispose off an undertaking comprised in its Hindustan Heavy Chemicals Unit situated in the State of West Bengal, 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, January 20, 2023.

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, January 24, 2023 from 9:00 A.M. (IST) and ends on Wednesday, February 22, 2023 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.

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, February 17, 2023 to receive this Postal Ballot Notice by sending an e-mail/ letter to the Company’s RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

The Postal Ballot Notice is also available on the website of the Company at [www.kesocorp.com](http://www.kesocorp.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

**For Kesoram Industries Limited**

**Gautam Ganguli**  
**Company Secretary**

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 sell/transfer or otherwise dispose off an undertaking comprised in its Hindusthan Heavy Chemicals Unit situated in the State of West Bengal. 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.

Section 180(1)(a) of the Companies Act, 2013, lays down, *inter alia* that a sale, lease or otherwise dispose off the whole or substantially the whole of an undertaking of a company (one in which a company’s investment is in excess of twenty per cent of net worth) requires the approval of shareholders by way of a Special Resolution.

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 Tuesday, 24 January, 2023 from 9:00 A.M. (IST) and ends on Wednesday, 22 February, 2023 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 Friday, 24 February, 2023.

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](http://www.kesocorp.com) and on the website of National Securities Depository Limited (“**NSDL**”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**SPECIAL BUSINESS:**

**To sell / transfer or otherwise dispose off an undertaking of the Company comprised in its Hindusthan Heavy Chemicals unit (“HHC”)**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the provisions of the Company’s Memorandum and Articles of Association, applicable Regulations of the Securities & Exchange Board of India, and such other approvals, consents and permissions, if any, being obtained from the appropriate authorities, consent of the Company be and is hereby accorded to a possible disposition through transfer or otherwise upon such terms and conditions as the Board may, at absolute discretion think fit, an undertaking of the Company comprised in its Hindusthan Heavy Chemicals unit (“HHC”) located in the State of West Bengal;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“the Board”) which term shall mean and include a Committee constituted by the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as are or may be deemed expedient under the circumstances.”

**Registered Office:**

Birla Building,  
9/1, R.N. Mukherjee Road,  
Kolkata - 700 001.  
Date: 16 January, 2023

**Kesoram Industries Limited**

**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, 20 January, 2023. Members may note that this Postal Ballot Notice will also be available on the website of the Company at [www.kesocorp.com](http://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](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://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, 17 February, 2023 to receive this Postal Ballot Notice by sending an e-mail/ letter to the Company's RTA at [mcssta@rediffmail.com](mailto: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](mailto: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 Friday, 24 February 2023. The results of the e-Voting declared along with the Scrutinizer's Report will be communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Ltd. and will be simultaneously displayed on the Notice Board of the Company at the Registered Office and will also be available on the website of the Company at [www.kesocorp.com](http://www.kesocorp.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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, 22 February, 2023.

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

- i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI - LODR Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-Voting facility to its Members.



- ii) Voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, 20, January, 2023**. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date** will be entitled to cast their votes through remote e-Voting in accordance with the process specified in this Notice. **The remote e-Voting period commences on Tuesday, 24 January, 2023 from 9:00 A.M. (IST) and ends on Wednesday, 22 February, 2023 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](mailto: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, 4<sup>th</sup> 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](mailto: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](mailto:rbajaj@rpaonline.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in).
- vii) **The remote e-Voting period commences on Tuesday, January 24, 2023 from 9:00 A.M. (IST) and ends on Wednesday, 22 February, 2023 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
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>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.</li> <li>3. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>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.</li> <li>5. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>2. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given above in points 1-5.</li> </ol> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following <b>URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> either on a personal computer or on a mobile.</li> <li>2. On the e-Voting system home page, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>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.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/ Easiest the user will also be able to see the e-Voting Menu.</li> </ol>

	<p>The Menu will have links of e-Voting service provider i.e. NSDL. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/RegistrationEasiRegistration">https://web.cdslindia.com/myeasi/RegistrationEasiRegistration</a>.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat account number and PAN number from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail ID as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility.</li> <li>2. Upon logging-in, you will be able to see e-Voting option.</li> <li>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.</li> <li>4. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

<b>How to Log-in to NSDL e-Voting website?</b>					
<ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser and enter the URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/ Member</b>’ section.</li> <li>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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> <li>4. Your User ID details are given below:           <table border="1" data-bbox="343 1848 1490 2027"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <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> </tbody> </table> </li> </ol>		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](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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:**

<b>How to cast your vote electronically on NSDL e-Voting system?</b>
<ol style="list-style-type: none"> <li>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.</li> <li>Select "EVEN" of Kesoram Industries Limited to cast your vote during the remote e-Voting period.</li> <li>Now you are ready for e-Voting as the Voting page opens.</li> <li>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.</li> <li>Upon confirmation, the message "Vote cast successfully" will be displayed.</li> <li>Once you confirm your vote on the resolution, you will not be allowed to modify your vote.</li> <li>You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</li> </ol>



**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 provisions of Section 180(1) (a) of the Companies Act, 2013 (“the Act”) provides, *inter alia*, that the Board of Directors (“the Board”) of a company cannot sell, lease or otherwise dispose off an undertaking of that company (provided the investment of the company in the said undertaking exceeds twenty per cent of that company’s net worth as per its last audited balance sheet) unless such disposal has the approval of its general body through Special Resolution.

A property of the Company comprised in the unit of Hindusthan Heavy Chemicals (“HHC”) located in the State of West Bengal is presently under suspension of work and can be subject to a disposition through transfer or otherwise.

The Company therefore seeks consent from shareholders through the enabling Resolution as proposed in this Postal Ballot Notice to effect disposition through transfer or otherwise of the subject property should such opportunity arise.

The value of HHC as per the Company’s Balance Sheet as at 31 March, 2022 is in excess of twenty per cent of its net worth.

The Company’s Board therefore seeks shareholder consent through Special Resolution to effectuate a possible disposal of HHC through transfer or any other methodology that may be considered feasible by the Board.

The Resolution proposed in this Postal Ballot Notice is thus set against the above background. The Board accordingly recommends the Resolution for acceptance.

No Director or Key Managerial Person has any concern or interest in this Resolution except to the extent of their shareholding, if any.

***Registered Office:***

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

**Date: 16 January, 2023**

**Kesoram Industries Limited**

**Gautam Ganguli**  
**Company Secretary**