

KIL/SH/SE/Reg. 30/2020-2021

 Dated: 20th March, 2021

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, 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 Eq Scrip Code – 502937) (BSE NCD Scrip Code – 973060)	(NSE Symbol – KESORAMIND)	(CSE Scrip code – 10000020)

Dear Sir / Madam,

Sub: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice and the Explanatory Statement of the Extra Ordinary General Meeting (EGM) of Kesoram Industries Limited (the Company) scheduled to be held on Tuesday, 13th April, 2021 at 03.00 P.M. (IST) through Video Conference ('VC')/ Other Audio Visual Means ('OAVM') to transact the businesses as set out in the Notice.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company shall provide to its Members the facility to exercise their votes electronically for transacting the items of businesses as set out in the Notice convening the EGM of the Company.

For the aforesaid purpose, the Company has fixed April, 6th April, 2021 as the cut-off date to determine the entitlement of voting rights of Members opting for e-Voting. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-Voting through their e-Voting platform. The e-Voting period commences on Friday, 9th April, 2021 at 9.00 A.M. (IST) and ends on Monday, 12th April, 2021 at 5.00 P.M. (IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.

This is for your kind information and records.

Yours faithfully,

For Kesoram Industries Limited



Akash Ghuwalewala

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 0441
Website: www.kesocorp.com; Email: corporate@kesoram.net

NOTICE

TO THE MEMBERS

NOTICE is hereby given that an **Extra-Ordinary General Meeting ("the EGM")** of **KESORAM INDUSTRIES LIMITED ("the Company")** will be held at 03.00 P.M. (IST) on Tuesday, 13th day of April, 2021 through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

Special Business:

- 1. Ratification of further disclosures in addition to the disclosures made in the explanatory statement to the Special Resolution No 1 taken at the Extra-ordinary General Meeting of the Company held on 12th February, 2021 for conversion of loan into Equity shares and Zero Coupon Optionally Convertible Redeemable Preference Shares (OCRPS) as per Resolution Plan:**

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

"RESOLVED THAT in compliance with the requirements of the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), The Calcutta Stock Exchange Limited ("CSE") and in compliance with Regulations 163(1)(d) and 163(1)(f) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR") along with Section 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, consent of the shareholders be and is hereby accorded to approve / ratify the disclosures made in the explanatory statement appended to this special resolution as pointed out in the "In-principle approval" under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 accorded by BSE vide its letters bearing Reference Nos. DCS/PREF/PB/PRE/1071/2020-21 and DCS/PREF/PB/PRE/1072/2020-21 both dated 5th March, 2021 w.r.t. shareholding pattern of the issuer before and after the preferential issue and details of the Ultimate Beneficial Owners of the proposed allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the issuance of securities and number of securities issued being 2,22,21,262 Equity Shares at ₹ 65/- per Equity Share determined as per Regulation 163 of SEBI ICDR aggregating to an issue size of ₹ 1,44,43,82,030/-, to the increase in the subscribed share capital of the Company caused by the issuance and allotment of fully paid up Equity Shares of the Company having a face value of ₹ 10/- (Rupees Ten) each in due compliance with Applicable Laws and in consideration of the Resolution Plan.

RESOLVED FURTHER that the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to take all necessary steps for giving effect to this resolution including filing of requisite documents with BSE, NSE, CSE, Registrar of Companies (ROC), Kolkata and other government & Statutory authorities, if any."

2. Ratification of further disclosures in addition to the disclosures made in the explanatory statement to the Special Resolution No 2 taken at the Extra-ordinary General Meeting of the Company held on 12th February, 2021 for issuance of Optionally Convertible Debentures (OCDs) through Private Placement:

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

“RESOLVED THAT in compliance with the requirements of the BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), The Calcutta Stock Exchange Limited (“CSE”) and in compliance with Regulations 163(1)(d) and 163(1)(f) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR”) the Company do hereby ratify and approve each of the disclosures made in the explanatory statement appended to this special resolution making up the deficiencies pointed out in the in-principle approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 accorded by BSE vide its letters bearing Reference Nos. DCS/PREF/PB/PRE/1071/2020-21 and DCS/PREF/PB/PRE/1072/2020-21 both dated 5th March, 2021.

RESOLVED FURTHER that the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to take all necessary steps for giving effect to this resolution including filing of requisite documents with BSE, NSE, CSE, Registrar of Companies (ROC), Kolkata and other government & Statutory authorities, if any.”

Registered Office:

**9/1, R. N. Mukherjee Road,
Kolkata - 700 001
16th March, 2021**

By Order of the Board

Sd/-

**Akash Ghuwalewala
Company Secretary**

Notes:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020 and No. 39/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) has allowed companies to conduct their EGM through VC or OAVM, thereby, dispensing with the requirement of physical attendance of the Members and accordingly, the EGM of the Company will be held through VC or OAVM on Tuesday, 13th day of April, 2021 at 03.00 P.M. (IST) in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “SEBI LODR”).
2. In terms of SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January, 2021 respectively, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of SEBI LODR, has been dispensed with. Therefore, the facility to appoint proxy by the Members will not be available and consequently, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice conveying the EGM of the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts concerning the business under Item nos. 1 and 2 of the Notice is annexed hereto and forms part of this Notice.

4. The Members can join the EGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the EGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC / OAVM form part of the Notes to this Notice.
5. No restrictions on account of FIFO entry into EGM, will apply in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc.
6. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the EGM through VC / OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution by e-mail to the Scrutinizer at rbajaj@rpaonline.in with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate authorization 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.
7. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
9. In accordance with the MCA Circular dated 5th May, 2020 and SEBI circulars dated 12th May, 2020 and 15th January, 2021, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening EGM will also be available on the website of the company at www.kesocorp.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. These will also be available on the website of NSDL at www.evoting.nsdl.com. Pursuant to the Circulars mentioned above, the Company has not printed the Notice and hence no hard copies of the Notice will be provided.
10. **Instructions for attending the EGM through VC / OAVM are given below:**

The Company will hold the EGM through VC facility without physical presence of the Members. Members will be able to attend the EGM through VC or OAVM or view the live webcast of EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the EGM. The necessary details for joining the Meeting are given below:

- i. The Members will be provided with a facility to attend the EGM through VC / OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders / Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid a last-minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.

- ii. Members may join the Meeting through Laptops, Smartphones, Tablets, and iPads for a better experience. Further, Members will be required to use the Internet with good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members who face any technical difficulty in accessing and participating in the Meeting may contact toll free no. 1800-222-990. After login, the Members who face any technical difficulty in accessing the VC link may contact toll free no.

11. Procedure to Raise Questions / Seek Clarifications:

- a. Members are encouraged to submit their questions in advance with regard to the matter to be placed at the EGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at shareddepartment@kesoram.net before 3.00 p.m. (IST) on Friday, 9th April, 2021. Such questions by the Members shall be suitably replied by the Company.
 - b. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at shareddepartment@kesoram.net between Tuesday, 6th April, 2021 (9.30 a.m. IST) and Friday, 9th April, 2021 (5.00 p.m. IST). Only those Members who have preregistered themselves as a speaker will be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
12. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI LODR, the Company is providing the facility of casting votes through the electronic voting system from a place other than the venue of the Meeting ("remote e-Voting") under an arrangement with The National Securities Depository Limited ("NSDL") as specified more fully in the instructions provided in the Notice below.
13. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **"cut-off date" i.e. Tuesday, 6th April, 2021** shall be entitled to avail the facility of remote e-Voting at the EGM. The procedure for remote e-Voting and e-Voting during the EGM is the same. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.
14. **Instructions for Members for Remote e-Voting (before and during the EGM) are as under:**

Members are requested to attend the EGM through Video Conference Facility and voting through remote e-Voting (before and during the EGM) will be available, the process and manner of remote e-Voting will be as follows:

- A. The voting period begins from **9.00 A.M. (IST) on Friday, 9th April, 2021** and ends at **5.00 P.M. (IST) on Monday, 12th April, 2021**. During this period, Members of the Company, holding Shares either in physical form or in dematerialised form, as on the **cut-off date ("record date") i.e. Tuesday, 6th April 2021**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. The facility for voting through Ballot Paper is unavailable as the Meeting is being held through VC facility.

B. Instructions and information relating to e-Voting are as follows:

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

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- I. If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- II. If your e-mail ID is not registered, please follow steps mentioned below in process for those Shareholders whose e-mail ids are not registered
- vi) You are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - viii) Now, you will have to click on “Login” button.
 - ix) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

- i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii) Select “EVEN” of company for which you wish to cast your vote.
- iv) Now you are ready for e-Voting as the Voting page opens.
- v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii) Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders for voting

- 1 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.
 - 2 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available under the download section of NSDL’s e-Voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID: evoting@nsdl.co.in
15. The facility for voting through e-Voting at the EGM shall also be made available to the Members attending the Meeting, who have not already cast their vote by remote e-Voting, shall be permitted to exercise their rights at the Meeting through e-Voting. The procedure for remote e-Voting and e-Voting during the EGM is the same.
16. Members who have cast their vote by remote e-Voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again.

17. Pursuant to the amendments in the SEBI LODR and subsequent notification issued by SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI has clarified by a Press Release No. PR/No: 12/2019 dated 27th March, 2019, that the said amendments do not prohibit an investor from holding the shares in physical form and the investor has the option of holding shares in physical form even after 1st April, 2019. However, any investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to 1st April, 2019 and returned to the investors due to deficiency in the documents, may be re-submitted for transfer even after 1st April, 2019 provided it is submitted alongwith the necessary documents including PAN card details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated 6th November, 2018.
18. **Members holding shares in physical form are requested to notify change of address**, if any, along with address proof i.e. Voter Identity Card, Aadhaar Card, Electric/Telephone Bill, Driving License, Passport and Bank Statement to the **Registrar and Share Transfer Agent**. In case the shares are held in dematerialised form, then this information should be passed on to the respective **Depository Participant(s)** and not to the **Registrar and Share Transfer Agent**.
19. **Procedure for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
- a) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited at mcssta@rediffmail.com.
 - b) E-mail addresses of Members as advised to **Registrar and Share Transfer Agent** where shares are held in physical mode or **registered with Depositories** where shares are held in the electronic mode will be deemed to be the Member's registered e-mail address for serving Company documents / notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs until and unless otherwise informed. Members intending to refresh / update their e-mail addresses should do so as soon as possible.
 - c) Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for e-Voting for the Resolutions set out in this Notice:
 - In case shares are held in physical form, please provide Folio No., Name of the Shareholder, scanned copy of the share certificate (front and back), self- attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
 - In case shares are held in Demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
20. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the **Registrar and Share Transfer Agent** enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for their own convenience.
21. As per the provisions of the Act, the facility for making / varying / cancelling nominations is available to individuals holding shares in the Company. Members holding shares in physical form may make

Nomination in **Form SH-13** and any variation / cancellation thereof can be made by giving notice in **Form SH-14**, prescribed under the Companies (Share Capital and Debentures) Rules, 2014, which can be obtained from the **Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in**. Members holding shares in electronic form are required to approach their DPs for the Nomination.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter, it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated 20th May, 2009 that for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for transferee(s) to furnish a copy of PAN Card. Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participant(s) with whom they maintain their Demat Accounts and Members holding shares in physical form should submit their PAN details to the **Registrar and Share Transfer Agent**.
23. Persons, who have acquired Shares and become Members of the Company after dispatch of the Notice for the EGM, but before the **cut-off date**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sharedepartment@kesoram.net. However, Members already registered with NSDL for remote e-Voting can use their existing user ID and passwords for casting their votes. If a Member has forgotten her / his password, she / he can reset her / his password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No.: **1800-222-990**.
24. Voting rights of Members shall be in proportion to their share in the Company's Paid-up Equity Share Capital as on the **cut-off date**.
25. CS Ritu Bajaj, (CP Registration No. 11933), Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting at venue of EGM and remote e-Voting processes to be conducted in a fair and transparent manner.
26. The Chairman / person shall, at the end of discussion on the Resolutions on which voting are to be held, allow e-Voting for those Members present at the EGM but have not cast their votes through the remote e-Voting facility.
27. The Scrutinizer shall after the conclusion of voting at the EGM, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the Resolution has been carried or not, if any, to the Chairman / person of the Meeting or a person authorised by him / her in writing, who shall then countersign the same and declare the results of the voting forthwith. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extra-Ordinary General Meeting.
28. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.kesocorp.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman / person of the Meeting or the person authorised by him / her in writing. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the Registered Office at 9/1 R. N. Mukherjee Road, Kolkata – 700 001.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board had proposed to issue up to 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹ 10/- each at a conversion price to be determined under RBI Prudential Framework or SEBI ICDR Regulations, 2018 to be decided mutually between the Company and Existing Lenders. This proposal was put up before the Shareholders for their approval vide Notice dated 19th January 2021. However, the Company could not make disclosure on pre and post shareholding pattern since the number of Equity Shares and the OCRPS to be allotted to each of the lenders on conversion could not be ascertained on that date and were to be determined only upon receipt of confirmations from lenders of actual outstanding balances. Also, subsequently it was agreed between the Company and the Existing Lenders that the Equity Shares be issued at the conversion price of ₹ 65 per share as per SEBI ICDR Regulations, 2018.

Further, ultimate beneficial ownership details of WBIDFC, a state financial institution, which has been allotted 6,61,831 Equity Shares and 36,14,565 Zero Coupon Optionally Convertible Redeemable Preference Shares was inadvertently missed. The application for seeking "In-principle approval" was submitted on 16th February, 2021 and the same was granted by BSE Limited and the National Stock Exchange of India Limited on 5th March, 2021 and by The Calcutta Stock Exchange on 8th March, 2021. In terms of the in-principle approval of BSE referred to the in resolution, undertakings dated 1st March, 2021, 3rd March, 2021, 4th March, 2021 and 5th March, 2021 were submitted to Stock Exchanges to ratify the required disclosures either through postal ballot or in general meeting before seeking listing approval for the Equity Shares since allotted so as to be in compliance with Regulation 163(1)(d) and 163(1)(f) of SEBI ICDR aforesaid.

The Board has now decided to get the aforesaid disclosures ratified by the shareholders through this resolution, and the same are set out hereinbelow: -

- (1) **The pre-issue and post-issue shareholding pattern of the Issuer after issue of 2,22,21,262 Equity Shares and assuming full conversion of the allotted 4,48,97,195 OCRPS shall be as follows:**

Sl. No	Category	Pre-Issue		Post-Issue (Equity & OCRPS)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	12,47,331	0.87	12,47,331	0.53
	Bodies corporate	7,45,14,009	52.26	7,45,14,009	31.86
	Sub-total	7,57,61,340	53.13	7,57,61,340	32.39
2	Foreign promoters		-		-

	Sub Total (A) = (1+2)	7,57,61,340	53.13	7,57,61,340	32.39
B	Non-promoters' holding		-		-
1	Institutional investors	50,69,811	3.56	9,63,63,680	41.20
2	Non-institutional investors	6,14,18,687	43.07	6,14,18,687	26.26
3	Central Govt / State Govt	3,40,241	0.24	3,40,241	0.15
	Sub Total (B) = (1+2+3)	6,68,28,739	46.87	15,81,22,608	67.61
C	GRAND TOTAL (A+B)	14,25,90,079	100.00	23,38,83,948	100.00

(2) Details of the ultimate beneficial owners of the shares allotted:

Name of the proposed allottee	Category	Ultimate Beneficial Owners	Pre-Preferential Allotment Capital held by Investors		Post-Preferential Allotment Capital to be held by Investors		Change of Control
			Number	%	Number	%	
WBIDFC (Equity)	Non-Promoter	WBIDFC is a Company wholly owned by the Government of West Bengal	Nil	Nil	6,61,831	0.40	The preferential issue of Equity Shares pursuant to the Preferential Allotment does not result in change of control of the Issuer
WBIDFC (OCRPS)*	Non-Promoter		Nil	Nil	36,14,565	1.55	
Axis Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per	Nil	Nil	1,27,77,710	7.75	
Axis Bank (OCRPS)*	Non-Promoter	Proviso to Regulation 163(1) (f) of SEBI ICDR	Nil	Nil	1,70,92,709	16.71	
State Bank of India (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per	125	0.00	15,14,445	0.92	
State Bank of India (OCRPS)*	Non-Promoter	Proviso to Regulation 163(1) (f) of SEBI ICDR	Nil	Nil	46,81,703	3.73	
ICICI Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per	Nil	Nil	22,33,382	1.36	
ICICI Bank (OCRPS)*	Non-Promoter	Proviso to Regulation 163(1) (f) of SEBI ICDR	Nil	Nil	64,26,273	5.18	
Indusind Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per	Nil	Nil	11,90,788	0.72	
Indusind Bank (OCRPS)*	Non-Promoter	Proviso to Regulation 163(1) (f) of SEBI ICDR	Nil	Nil	32,23,809	2.63	
The South Indian Bank	Non-Promoter	Exempt being Scheduled Commercial Bank as per	Nil	Nil	20,64,712	1.25	

(Equity)		Proviso to Regulation					
The South Indian Bank (OCRPS)*	Non-Promoter	163(1) (f) of SEBI ICDR	Nil	Nil	62,65,771	5.00	
The Lakshmi Vilas Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per Proviso to Regulation	Nil	Nil	7,78,080	0.47	
The Lakshmi Vilas Bank (OCRPS)*	Non-Promoter	163(1) (f) of SEBI ICDR	Nil	Nil	23,47,209	1.88	
The Karur Vysya Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per Proviso to Regulation	Nil	Nil	4,55,695	0.28	
The Karur Vysya Bank (OCRPS)*	Non-Promoter	163(1) (f) of SEBI ICDR	Nil	Nil	13,22,035	1.06	
Punjab National Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per Proviso to Regulation	Nil	Nil	3,83,981	0.23	
Punjab National Bank (OCRPS)*	Non-Promoter	163(1) (f) of SEBI ICDR	Nil	Nil	11,27,459	0.91	
Yes Bank (Equity)	Non-Promoter	Exempt being Scheduled Commercial Bank as per	Nil	Nil	1,60,638	0.10	
Yes Bank (OCRPS)*	Non-Promoter	Proviso to Regulation 163(1) (f) of SEBI ICDR	Nil	Nil	4,90,950	0.39	

*on the assumption of full conversion of all 44897195 OCRPS.

(3) Number of Equity Shares to be issued on conversion of loan

The 2,22,21,262 Equity Shares at ₹ 65/- per share as per SEBI ICDR aggregating to ₹ 1,44,43,82,030/- were allotted pursuant to Resolution passed as per the Notice dated 19th January, 2021. However, Stock Exchanges required this also to be ratified by the shareholders.

Therefore, Item No. 1 of the Notice convening the Extra Ordinary General Meeting has accordingly been proposed and the Board commends this Special Resolution to Shareholders for acceptance.

No Director / Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

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

Item No. 2

The Board had earlier proposed to issue up to 7,000 (Seven Thousand) Optionally Convertible Debentures (OCDs) of ₹ 10,00,000/- each by way of preferential allotment on a private placement basis to the “New Investors” to the Shareholders for their approval by way of the Notice dated 19th January, 2021. However, the Company could not make disclosure of pre and post shareholding pattern and ultimate beneficial ownership details of “New Investors” as the identification of names of specific group entities of New Investors was still underway. The application for seeking In-principle approval was submitted on 16th February, 2021 and the same had been granted in-principle approval by BSE Limited (BSE), National Stock Exchange of India Limited (NSE) on 5th March, 2021 and The Calcutta Stock Exchange Limited (CSE) on 8th March, 2021. Further, undertakings dated 1st March, 2021, 3rd March, 2021, 4th March, 2021 and 5th March, 2021 were submitted to Stock Exchanges to ratify the disclosures either through postal ballot or in general meeting before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 163(1)(d) and 163(1)(f) of SEBI ICDR aforesaid. The Board decided to get the disclosures ratified by the shareholders through this resolution and the same are set out hereinbelow: -

(1) The pre-issue and post-issue shareholding pattern of the Issuer after issue of 2,22,21,262 Equity Shares and assuming full conversion of the OCRPS and OCDs is as follows:

Sl. No	Category	Pre-Issue		Post-Issue (Equity, OCRPS and OCDs)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	12,47,331	0.87	12,47,331	0.41
	Bodies corporate	7,45,14,009	52.26	7,45,14,009	24.46
	Sub-total	7,57,61,340	53.13	7,57,61,340	24.87
2	Foreign promoters		-		-
	Sub Total (A) = (1+2)	7,57,61,340	53.13	7,57,61,340	24.87
B	Non-promoters' holding		-		-
1	Institutional investors	50,69,811	3.56	9,63,63,680	31.63
2	OCD Holders	0	0	7,07,53,846	23.23
3	Non-institutional investors	6,14,18,687	43.07	6,14,18,687	20.16
4	Central Govt / State Govt	3,40,241	0.24	3,40,241	0.11
	Sub Total (B) = (1+2+3)	6,68,28,739	46.87	22,88,76,454	75.13

C	GRAND TOTAL (A+B)	14,25,90,079	100.00	30,46,37,794	100.00
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- (2) Identity of ultimate beneficiaries of Non-Promoter allottees, namely Sarvara Investment Fund I, Goldman Sachs India AIF Scheme-1, EISAF II Onshore Fund, Edelweiss India Special Situations Fund, EO Special Situations Fund, EF Special Situations Fund and ECL Finance Limited:

Proposed Allottees	Category	Declaration in respect of Ultimate Beneficial Owners	Pre Preferential Allotment Capital held by Investors		Post-Preferential Allotment Capital to be held by Investors*		Change of Control
			Number	%	Number	%	
Sarvara Investment Fund I (SIF)	Non-Promoter	SEBI registration no. IN/AIF2/19-20/0757. SIF is owned by Promontoria Holding VI B.V. and managed by Cerberus Capital Services Private Ltd., a company incorporated under Companies Act, 2013, and an affiliate of Cerberus Capital Management L.P. (an investment adviser registered with the U.S. Securities & Exchange Commission). Mr. Indranil Ghosh is the Managing Director of Cerberus Capital Services Private Ltd. In terms of SEBI circular CIR/MIRSD/2/2013 dated 24th January, 2013, no	Nil	Nil	2,35,84,615	7.74	OCDs together with accrued coupons and premiums will be converted to Equity Shares as per SEBI pricing formula only on occurrence of Event of Default as specified in the executed Debenture Trust Deed and change in control can take place only in such an event and not otherwise.

		ultimate, individual natural person holds 15% or more interest in SIF as on the date of their undertaking.					
Goldman Sachs India AIF Scheme -1	Non-Promoter	Goldman Sachs India AIF Scheme -1 is a scheme of Goldman Sachs India Alternative Investment Trust which is registered with SEBI as Category II Alternative Investment Fund and having registration number IN/AIF2/19-20/0718. The sponsor and investment manager of Goldman Sachs India AIF Scheme -1 is an indirect wholly owned subsidiary of Goldman Sachs Group Inc., an entity listed on the New York Stock Exchange	Nil	Nil	2,35,84,615	7.74	
EISAF II Onshore Fund	Non-Promoter	SEBI registration no. IN/AIF2/17-18/0330. Mr. Suresh Soni, Managing Director & CEO of Edelweiss Alternative Asset Advisors Limited, the investment manager to EISAF II Onshore Fund is the Senior Managing official for the purpose of determining the	Nil	Nil	41,69,231	1.37	

		UBO. There is no individual natural person holding 15% or more interest in EISAF II Onshore Fund as on the date of their undertaking.					
Edelweiss India Special Situations Fund	Non-Promoter	SEBI registration no. IN/AIF2/17-18/0330 Mr. Suresh Soni, Managing Director & CEO of Edelweiss Alternative Asset Advisors Limited, the investment manager to Edelweiss India Special Situations Fund is the Senior Managing official for the purpose of determining the UBO. There is no individual natural person holds 15% or more interest in Edelweiss India Special Situations Fund as on the date of their undertaking	Nil	Nil	1,17,07,692	3.84	
EO Special Situations Fund	Non-Promoter	SEBI registration no. IN/AIF2/17-18/0330 Mr. Suresh Soni, Managing Director & CEO of Edelweiss Alternative Asset Advisors Limited, the investment manager to EO	Nil	Nil	32,92,308	1.08	

		Special Situations Fund is the Senior Managing official for the purpose of determining the UBO. There is no individual natural person holding 15% or more interest in EO Special Situations Fund as on the date of their undertaking					
EF Special Situations Fund	Non-Promoter	SEBI registration no. IN/AIF2/17-18/0330 Mr. Suresh Soni, Managing Director & CEO of Edelweiss Alternative Asset Advisors Limited, the investment manager to EF Special Situations Fund is the Senior Managing official for the purpose of determining the UBO. There is no individual natural person holding 15% or more interest in EF Special Situations Fund as on the date of their undertaking	Nil	Nil	32,92,308	1.08	
ECL Finance Limited	Non-Promoter	SEBI registration no. N/A ECL Finance Limited is a NBFC registered with the Reserve Bank of India is a subsidiary	Nil	Nil	11,23,077	0.37	

		of Edelweiss Financial Services Limited (a company incorporated under Companies Act, 1956 and listed on NSE and BSE).					
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* the number and percentage of shares are tentative and would be finally determined on the date of conversion of OCDs depending on the amount of outstanding obligation to be converted and the company's shareholding pattern as on that date.

The OCDs issued and allotted are subject to lock-in, for a period of one (1) year from the date of allotment as specified under the regulations of Chapter V of SEBI ICDR Regulations.

Therefore, the Item No. 2 of the Notice convening the Extra Ordinary General Meeting has accordingly been proposed and the Board commends this Special Resolution to Shareholders for approval.

No Director / Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

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

Registered Office:
9/1, R. N. Mukherjee Road,
Kolkata - 700 001
16th March, 2021

By Order of the Board

Sd/-
Akash Ghuwalewala
Company Secretary