KSE LIMITED
AN ISO 9001 : 2008 COMPANY

Ref: S. 177/2019-2020/000539

2nd September, 2019

BSE Limited
Corporate Relationship Department
First Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Mumbai – 400 001.

Dear Sirs,

Sub: Regulations 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceeding and details of the voting results of the 55th Annual General Meeting held on 31st August, 2019.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the 55th Annual General Meeting (AGM) of the Company held on Saturday, 31st August, 2019 at 3.00 p.m. at the Registered Office of the Company.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and through ballot paper at the AGM.

Further, pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting separately the Voting Results of the business transacted in the above AGM in XBRL format.

All the above records have been uploaded in the website of the Company also. We request you to kindly take the above on records.

Thanking You,
Yours faithfully,
For **KSE** Limited

**R. Sankaranarayanan**
*Chief Financial Officer and*
*Company Secretary*

**SATHISH.V**
B.COM, LLB, PGDT, ACMA, FCS
PRACTICING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS
JAWAHAR – MAHATMA ROAD,
VYTTILA P.O, COCHIN - 682019

Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

# COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL

| | |
|---|---|
| Name of the Company | KSE LIMITED |
| Meeting | 55th Annual General Meeting |
| Date & Time | Saturday 31st August 2019 at 3.00 p.m |
| Venue | Registered Office, Solvent Road, Irinjalakuda – 680121 |

## 1. Appointment as Scrutinizer:

I, SATHISH V, Practising Company Secretary holding Membership No FCS 8005 and Certificate of Practice No: 8343, have been appointed by the Board of Directors of M/s KSE Ltd as the Scrutinizer for the Electronic Voting of the resolutions included in the Notice calling the 55th Annual General Meeting of the Company held on 31st August 2019 at Registered Office, Solvent Road, Irinjalakuda – 680121.

## 2. Dispatch of Notice Convening the 55th Annual General Meeting:

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed the dispatch of the Notice of the Annual General Meeting on 02.08.2019, by Registered Parcel / Registered Post (Airmail) to 6,843 members and soft copies by email on 09.08.2019, to 5,122 shareholders who have registered their email.

## 3. Cut-off Date

The voting rights were reckoned as on **Saturday, 24th August 2019,** being the Cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 55th Annual General Meeting.

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

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**4. Remote e-voting**

**4.1 Agency:**

The Company had appointed M/s Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform to the shareholders of the company.

**4.2 Remote e-Voting:**

Remote e-voting platform was open from Wednesday 28th August 2019 at 9:00 a.m IST to Friday 30th August 2019 at 5:00 p.m and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special resolutions, on the e-voting platform provided by CDSL.

**5. Voting at the AGM:**

**5.1** In accordance with the Companies (Management and Administration) Amendment Rules 2015, M/s CDSL provided the names, DP ID/ Client folios and shareholding of the members who had cast their votes through remote e-voting. Accordingly, it was ensured that members who have cast their votes through remote e-voting did not vote again, at the general meeting.

**5.2** The company provided the facility of voting by Ballot to those members, who attended the 55th Annual General Meeting in person or through proxy, who could not participate in the remote e-voting, to cast their votes on the resolutions contained in the Notice to the AGM.

SATHISH.V FCS 8005 COP 8343 COMPANY SECRETARY

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## 6. Counting Process:

6.1 On completion of voting at the meeting, M/s CDSL provided me with the List of members who had cast their votes through remote e-voting including their holding details and details of vote cast on the resolution

6.2 The votes were reconciled with the records maintained by the Company and M/s CDSL with respect to the authorisation/ proxies lodged with the company.

6.3 The Ballot boxes were unblocked by me at around 5.15 p.m, after conclusion of voting at the 55th AGM, in the presence of two witnesses who are not the employees of the company and the results / list of equity shareholders who have voted for and against were prepared.

## 7. Results:

7.1 The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means (ie by remote e-voting and through Ballots at the venue of the AGM for the resolutions contained in the Notice to the 55th AGM. My responsibility as a Scrutinizer for the voting process is to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated hereunder based on the reports generated from the e-voting system provided by M/s CDSL, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities through electronic means and of the voting facility through Ballot Boxes, provided by the Company at the venue of AGM.

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7.2 I observed that

a) 907 Members had exercised their votes through Ballot Boxes at the 55th AGM.
b) 34 Members had cast their votes through remote e-voting

The combined voting results are as detailed in the Annexure A.

Resolution No's 1 to 10 and 14 has obtained the requisite majority and stands **Approved**.

Resolution No's 11, 12 and 13 could not obtain the requisite majority and hence stands **Defeated**.

As required under Rule 20 (xii), A Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, folio number or Client ID of the shareholders, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. All the relevant records of electronic voting, will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 55th Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you

Yours Faithfully

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

**SATHISH V**
Practising Company Secretary
FCS – 8005; CP – 8343

Place: Cochin
Date: 02.09.2019

*Annexure A*

The following is the summary of combined voting results of

M/s **KSE LIMITED**

[CIN: L15331KL1963PLC002028]

relevant to the 55th Annual General Meeting of the company held on 31.08.2019

| Resolution No | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | VOTES IN FAVOUR | | VOTES AGAINST | |
|---|---|---|---|---|---|---|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| | **ORDINARY BUSINESS** | | | | | | |
| 1 | Adoption of Audited Accounts for the year ended 31st March 2019 | E VOTING | 8,48,679 | 8,48,679 | 100.00 | - | - |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | **TOTAL** | **22,98,897** | **22,98,897** | **100.00** | **-** | **-** |
| | | | - | | | | |
| 2 | Declaration of Dividend | E VOTING | 8,48,679 | 8,48,679 | 100.00 | - | - |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | **TOTAL** | **22,98,897** | **22,98,897** | **100.00** | **-** | **-** |
| | | | - | | | | |
| | | | - | | | | |
| 3 | Re-appointment of Mr Paul Francis (DIN 00382797) as Director | E VOTING | 8,48,679 | 2,31,189 | 27.24 | 6,17,490 | 72.76 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | | - | | | | |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| | | | - | | | | |
| 4 | Re-appointment of Dr. Pyarelal K C (DIN 00923913) as Director | E VOTING | 8,48,679 | 2,31,189 | 27.24 | 6,17,490 | 72.76 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |

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COP 8343
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The following is the summary of combined voting results of

M/s **KSE LIMITED**

[CIN: L15331KL1963PLC002028]

relevant to the 55th Annual General Meeting of the company held on 31.08.2019

| Resolution No | SUBJECT MATTER OF THE RESOLUTION | MODE OF E VOTING | TOTAL VOTES | VOTES IN FAVOUR | | VOTES AGAINST | |
|---|---|---|---|---|---|---|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| | **SPECIAL BUSINESS** | | | | | | |
| 5 | Appointment of Auditors in the casual vacancy | E VOTING<br>POLL | 8,48,679<br>14,50,218<br>- | 2,31,189<br>14,50,218 | 27.24<br>100.00 | 6,17,490<br>- | 72.76<br>- |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| 6 | Approval for acceptance of Deposits from Public/Members. | E VOTING<br>POLL | -<br>8,48,679<br>14,50,218<br>- | 2,31,189<br>14,50,218 | 27.24<br>100.00 | 6,17,490<br>- | 72.76<br>- |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| 7 | Approval of remuneration to Cost Auditors | E VOTING<br>POLL | -<br>8,48,679<br>14,50,218<br>- | 2,31,189<br>14,50,218 | 27.24<br>100.00 | 6,17,490<br>- | 72.76<br>- |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| 8 | Appointment of Mr A.P. George (DIN 00106808) as Managing Director | E VOTING<br>POLL | -<br>9,84,721<br>14,50,218<br>- | 2,03,064<br>14,50,218 | 20.62<br>100.00 | 7,81,657<br>- | 79.38<br>- |
| | | **TOTAL** | **24,34,939** | **16,53,282** | **67.90** | **7,81,657** | **32.10** |
| 9 | Reappointment of Mr. A.P. George (DIN 00106808), Managing Director | E VOTING<br>POLL | -<br>9,84,721<br>14,50,218<br>- | 2,03,064<br>14,50,218 | 20.62<br>100.00 | 7,81,657<br>- | 79.38<br>- |
| | | **TOTAL** | **24,34,939** | **16,53,282** | **67.90** | **7,81,657** | **32.10** |

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The following is the summary of combined voting results of

M/s **KSE LIMITED**

[CIN: L15331KL1963PLC002028]

relevant to the 55th Annual General Meeting of the company held on 31.08.2019

| Resolution No | SUBJECT MATTER OF THE RESOLUTION | MODE OF E VOTING | TOTAL VOTES | VOTES IN FAVOUR | | VOTES AGAINST | |
|---|---|---|---|---|---|---|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| | **SPECIAL BUSINESS** | | | | | | |
| 10 | Posthumous retirement benefits to Late Mr M C Paul (DIN 00105776) | E VOTING | 8,48,679 | 2,31,189 | 27.24 | 6,17,490 | 72.76 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | | - | | | | |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| | | | - | | | | |
| 11 | Reappointment of Dr. Jose Paul Thaliyath (DIN 01773031) as Independent Director | E VOTING | 8,48,679 | 2,04,813 | 24.13 | 6,43,866 | 75.87 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | | - | | | | |
| | | **TOTAL** | **22,98,897** | **16,55,031** | **71.99** | **6,43,866** | **28.01** |
| | | | - | | | | |
| 12 | Reappointment of Mr. Joseph Xavier (DIN 02943750) as Independent Director | E VOTING | 8,48,679 | 2,31,189 | 27.24 | 6,17,490 | 72.76 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | | - | | | | |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| | | | - | | | | |
| 13 | Reappointment of Mr. Paul John (DIN 00601440) as Independent Director | E VOTING | 8,48,679 | 2,31,189 | 27.24 | 6,17,490 | 72.76 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | | - | | | | |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |
| | | | - | | | | |
| 14 | Appointment of Mr. Verghese CV (DIN 00779894) as Independent Director | E VOTING | 8,48,679 | 2,31,189 | 27.24 | 6,17,490 | 72.76 |
| | | POLL | 14,50,218 | 14,50,218 | 100.00 | - | - |
| | | | - | | | | |
| | | **TOTAL** | **22,98,897** | **16,81,407** | **73.14** | **6,17,490** | **26.86** |

NOTE **E VOTING:** Refers to Electronic Voting at website www.evotingindia.com during the period 28/08/2019 to 30/08/2019

**POLL:** Refers to Voting through Ballots at the Venue of 55th Annual General Meeting of the Company held on 31st August 2019 at Regd Office

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

02/09/2019