KSE
LIMITED
AN ISO 9001 : 2008 COMPANY

Ref: S.177/2020-2021/

11th November, 2020

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

Dear Sirs,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Date of Annual General Meeting

It is hereby informed that the Annual General Meeting of the Company will be held on 15th December, 2020 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company at Solvent Road, Irinjalakuda - 680 121. The Notice of the Meeting as approved by the Board is attached herewith. It is also informed that the cut-off date for determining eligibility of shareholders for remote e-voting is 8th December, 2020.

Kindly make a note of the above and arrange to announce the same to the members.

Thanking You,

Yours faithfully,

For **KSE** Limited

R. Sankaranarayanan
Chief Financial Officer and
Company Secretary

Regd. Office : Solvent Road, Irinjalakuda - 680 121
CIN No.L15331KL1963PLC002028

NOTICE OF THE 56TH ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting (AGM) of the members of KSE Limited, Irinjalakuda will be held for the transaction of the following businesses, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), on Tuesday, the 15th December, 2020 at 3.00 p.m, in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The venue of the meeting shall be deemed to be the Registered Office of the Company at Solvent Road, Irinjalakuda - 680 121.

ORDINARY BUSINESS

1. Adoption of Accounts for the year ended 31st March, 2020

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2020 including balance sheet as at 31st March, 2020 and the statement of profit and loss for the year ended 31st March, 2020 together with the reports of the board of directors and the auditors of the Company thereon, as presented to the meeting, be and are hereby received, approved and adopted."

2. Declaration of final dividend on equity shares at the rate of ₹ 20 per equity share

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT final dividend of ₹ 20 per equity share on 32,00,000 equity shares of ₹ 10 each be and is hereby declared out of the profits of the Company for the year ended 31st March, 2020 absorbing an amount of ₹ 6,40,00,000 and that the dividend of ₹ 20 per equity share of ₹ 10 each as recommended by the Board of Directors of the Company at their meeting held on 30th June, 2020 be paid to those shareholders, whose names appear in the Company's register of members as on 15th December, 2020 and in respect of equity shares held in dematerialised form to those beneficial owners of the equity shares as at the end of business hours on 8th December, 2020 as per the details furnished by the depositories for this purpose."

3. Reappointment of Director, retiring by rotation, Mr. P.D. Anto (DIN : 00106965)

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. P.D. Anto (DIN : 00106965), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

4. Reappointment of Director, retiring by rotation, Mrs. Marykutty Varghese (DIN : 07307987)

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Marykutty Varghese (DIN : 07307987), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

5. Appointment of Auditors

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 ('the Act'), including any statutory modifications, amendments or re-enactments thereof, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, and pursuant to the recommendations of the Audit Committee, M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (ICAI Firm Registration No. 003978S) be and are hereby reappointed as Statutory auditor of the company, with effect from the conclusion of this Annual General Meeting till the conclusion of the 61st Annual General Meeting to be held in year 2025 on such remuneration and out-of-pocket, travelling and living expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors, from time to time.

FURTHER RESOLVED THAT the Board of Directors be and is hereby empowered and authorised to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including the power to alter and vary the terms and conditions of appointment and the remuneration, from time to time, and also to file necessary E Forms with Ministry of Company Affairs."

SPECIAL BUSINESS

6. Approval for acceptance of Deposits from Public/Members

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

"RESOLVED THAT pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be accorded to the Company to invite/accept/renew from time to time unsecured/secured deposits from the public and/or Members of the Company up to the permissible limits as prescribed under the Rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (herein after referred to as "the Board" which term shall be deemed to include any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such invitation/acceptance/renewal of deposits by the Company and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

7. Approval of remuneration to Cost Auditor

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A.R. Narayanan & Co, Cost Accountants, Cochin, (ICAI Firm Registration No. 101421) appointed by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2021 be paid the remuneration of ₹2,00,000 plus GST and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Enhancement of Remuneration of Mr. M.P. Jackson (DIN 01889504), Executive Director

To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 (including any amendment thereto or enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the enhancement of remuneration of Mr. M.P. Jackson (DIN 01889504), Executive Director of the Company, and that he be paid following remuneration by way of salary, bonus, perquisites and allowances, for the period from 1st October, 2019 till the expiry of his current term of appointment as on 11th February, 2021, as approved by the Nomination and Remuneration Committee and thereafter by the Board of Directors in their respective meetings held on 24th September, 2019:

(a) Salary

₹ 2,05,000 (Rupees Two Lakhs Five Thousand only) per month.

(b) Bonus

Bonus at the rates and in accordance with the rules of the Company as applicable to the senior managerial personnel of the Company with in the overall limit under Schedule V to the Companies Act, 2013.

(c) Gratuity

Gratuity, as per the Rules of the Company, subject to completion of a service of five years, at the rate of half a month's last drawn salary for each year of completed service with effect from 12.02.2018.

(d) Contribution to funds

Company's contribution to provident fund equivalent to 12 % of the salary as per the provisions of the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and Rules and Regulations thereunder.

(e) Benefits, Perquisites and Allowances

i. Provision of a car with driver for official purposes and such driver's remuneration/expenses as fixed/approved by the Board shall be reimbursed to him, if he is not provided with Company's driver.

ii. Free use of Company's Mobile Phone and telephone at his residence.

iii. Medical Allowance (including reimbursement of medical expenses, if any, incurred for himself and family) equivalent to one month's salary per annum.

iv. Leave travel Allowance (including reimbursement of actual Leave Travel expenses, as per the Rules of the Company) equivalent to one month's salary per annum.

v. Fees to clubs subject to a maximum of two clubs provided that no life membership fee or admission fee is paid.

The value of the perquisites would be evaluated as per Income tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Executive Director, he will be paid above remuneration as minimum remuneration, subject to the terms in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) shall be authorised to revise or vary the remuneration or other terms and conditions of the appointment as it may deem fit subject to the condition that the same shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. Appointment of Mrs. Nina Paul (DIN: 08576074) as Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to the appointment of Mrs. Nina Paul (DIN: 08576074) [who has submitted declaration that she meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015] as an Independent Director of the Company by the Board of Directors for a period of three consecutive years from 1st October, 2019 to 30th September, 2022, as per the decision of the Board on the recommendation of the Nomination and Remuneration Committee in their respective meetings held on 24th September, 2019 in order to fill up the intermittent vacancy of the Independent Directors."

10. Appointment of Mr. Jose John (DIN: 01797056) as Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to the appointment of Mr. Jose John (DIN: 01797056) [who has submitted declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015] as an Independent Director of the Company by the Board of Directors for a period of three consecutive years from 1st November, 2019 to 31st October, 2022, as per the decision of the Board on the recommendation of the Nomination and Remuneration Committee in their respective meetings held on 24th October, 2019 in order to fill up the intermittent vacancy of the Independent Directors."

11. Appointment of Mr. Paul Jose (DIN: 01616504) as Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to the appointment of Mr. Paul Jose (DIN: 01616504) [who has submitted declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015] as an Independent Director of the Company by the Board of Directors for a period of three consecutive years from 1st November, 2019 to 31st October, 2022, as per the decision of the Board on the recommendation of the Nomination and Remuneration Committee in their respective meetings held on 24th October, 2019 in order to fill up the intermittent vacancy of the Independent Directors."

Irinjalakuda
27th August, 2020

By Order of the Board
For **KSE** Limited

Sd/-

R. Sankaranarayanan
Chief Financial Officer and
Company Secretary

REGISTERED OFFICE
Solvent Road, Irinjalakuda – 680121
Thrissur – KERALA.
CIN : L15331KL1963PLC002028
Web Site : www.kselimited.com
E Mail : investor.relations@kselimited.com
Phone : +91480 2825476; 2825576 (Extn: 212)

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Businesses set out above, which are unavoidable in nature, is annexed hereto. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 5 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

2. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.

3. As the AGM is being conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.kselimited.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of Central Depository Services Limited (CDSL) www.evotingindia.com

5. Relevant documents referred to in the accompanying notice and the explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during business hours on all working days up to the date of Annual General Meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 9th December, 2020 to 15th December, 2020 (both days inclusive).

7. The dividend, if declared at the Annual General Meeting, would be paid/despatched, subject to deduction of tax at source, on or after 15th December, 2020 to those persons or their mandates:

   (a) whose names appear as Beneficial Owners as at the end of the business hours on 8th December, 2020 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and

   (b) whose names appear as Members in the Register of Members of the Company as on 15th December, 2020.

8. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates applicable to various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their Residential Status, Category and PAN with M/s. S.K.D.C. Consultants Limited, Registrars and Share Transfer Agents of the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

   A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to green@skdc-consultants.com by 8th December, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email by 8th December, 2020 to green@skdc-consultants.com.

9. Pursuant to the Regulation 40 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, 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 dematerialized form with a depository. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

10. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund pursuant to Section 124 of the Companies Act, 2013. It may be noted that no claim shall lie against the Company in respect of unclaimed dividend amount thus transferred to the said Fund. The members who have not encashed the dividend warrants for the final dividend for financial year ended 31st March 2014 onwards are requested to lodge their claim with the Company.

11. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the Unclaimed Dividends as on 31st March, 2019 relating to the financial years from 2011-2012, on the website of the IEPF (www.iepf.gov.in) and on the website of the Company at www.kselimited.com.

12. Pursuant to Rule 6 of the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, read with Section 124 and 125 of the Companies Act, 2013, all shares in respect of which dividends are not claimed for the last seven years in respect of any shareholder have to be transferred to the IEPF Demat account. Shareholders who have not claimed their dividends during the last seven years can write to our Registrar & Transfer Agents M/s. S.K.D.C. Consultants Ltd. for further details and for making a valid claim for the unclaimed dividends. Concerned shareholders who wish to claim the shares/ Dividend(s) after transfer to IEPF, a separate application has to be made to the IEPF Authority in Form IEPF-5, as prescribed under the Rules.

13. The members are requested to address all correspondences, including dividend matters and change in their addresses, to M/s. S.K.D.C. Consultants Limited, Registrars and Share Transfer Agents, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 Phone:+91422-4958995, 2539835, 2539836 Email: info@skdc-consultants.com.

14. Members holding shares in the electronic mode are requested to approach their respective Depository Participants for effecting change of address and updation of bank account details.

15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. S.K.D.C. Consultants Limited, Registrars and Share Transfer Agents of the Company, at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

16. Members have facility for dematerialising equity shares of the Company with National Securities Depository Ltd. and Central Depository Services (India) Ltd. The ISIN No. allotted to the Company is INE953E01014. Any member desirous of dematerialising his holding may do so through any of the Depository Participants.

17. Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment / re-appointment at the AGM are furnished and forms part of the notice.

18. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING

(i) The voting period begins on 12th December, 2020 at 9.00 a.m. and ends on 14th December, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 14th December, 2020 at 5.00 p.m.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID.

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders also for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "KSE Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take print-out of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case of members whose E mail addresses are not registered with the Depositories for obtaining login credentials for E-voting for the resolutions proposed in this notice:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the RTA in green@skdc-consultants.com

2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the RTA in green@skdc-consultants.com

19. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@kselimited.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@kselimited.com. These queries will be replied to by the company suitably either by mail or in the course of the meeting.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

20. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

If you have any queries or issues regarding attending AGM / e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item 5 - Appointment of Auditors

In the 55th Annual General Meeting of the Company held on 31st August, 2019, pursuant to the provisions of Section 139 (8) of the Companies Act, 2013, M/s. Sridhar & Co. (ICAI Firm Registration No. 003978S), Thiruvananthapuram was appointed as Statutory Auditor of the company, for audit of the accounts for the year 2019-20, in the casual vacancy resulting from the resignation of M/s. S. S. Ayyar & Co., Chartered Accountants, Kottayam (ICAI Firm Registration No. 050012 S) who were the Statutory Auditors of the Company for the audit of accounts relating to the financial years 2017-18 and 2018-19.

The Board at their meeting held on 30-05-2019 had fixed a professional fee of ₹ 11.00 lakhs, plus out of pocket expenses and GST at applicable rates, to M/s. Sridhar & Co. (ICAI Firm Registration No. 003978S), for the statutory audit for the year ended 31st March, 2020, which will also cover all the certification works relating to and/or incorporated in the Annual Report for 2019-2020 and also for Limited Review Reports, Income-tax Audit, etc. for the year 2019-20.

The Board in the meeting held on 30-06-2020 decided to seek the approval for the reappointment of M/s. Sridhar & Co. (ICAI Firm Registration No. 003978S), as the statutory auditors of the company from the conclusion of this annual general meeting until the conclusion of the 61st annual general meeting of the Company to be held in the year 2025, for the audit of accounts relating to the years ending 31st March, 2021 to 31st March, 2025, on a professional fee of ₹ 12 lakhs (Rupees Twelve Lakhs only) for the purpose of audit of the accounts of the Company for the year 2020-2021, plus out of pocket expenses and GST at applicable rates, which will also cover all the certification works relating to and/or incorporated in the Annual Report for 2020-2021 and also for Limited Review Reports and Income-tax Audit for the said year. The Board also seeks approval of the members for enabling/authorising the Board to vary the terms and conditions of appointment, revision including upward revision of the remuneration during the proposed tenure of five years, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

M/s. Sridhar & Co., Chartered Accountants, established in year 1988 at Thiruvananthapuram by the Founder Partner CA. R. Sridhar, FCA, has now 10 Chartered Accountants as its partners, with around 50 staff, including qualified assistants, and trainees as audit team. They are/were statutory auditors/Branch Auditors for several banks, PSUs and other public limited companies. In the opinion of the Board, M/s. Sridhar & Co., Chartered accountants are capable of handling the audit of a company of the size, magnitude and diversity of KSE Limited. M/s. Sridhar & Co, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Companies Act, 2013 and Rules made thereunder. The Board of Directors recommends the Ordinary Resolution for the appointment of M/s. Sridhar & Co. as statutory auditors of the Company for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Item 6 - Approval for acceptance of Deposits from Public/Members

The Company is accepting Fixed Deposits from public and members complying with the conditions laid down by Sections 73 and 76 of the Companies Act, 2013 ("the Act") and Companies (Acceptance of Deposits) Rules, 2014 ("the Rules"). Under the Act only an eligible company is allowed to accept deposits from persons other than its Members. An eligible company has been defined in the Rules to mean a public company as referred to in subsection (1) of Section 76, having a net worth of not less than one hundred crore rupees or a turnover of not less than five hundred crore rupees and which has obtained the consent of the company in general meeting by means of a special resolution and also filed the said resolution with the Registrar of Companies before making any invitation to the public for acceptance of deposits. Where the deposits accepted are within the limits specified under clause (c) of sub-section (1) of Section 180, the Company may accept deposits by means of an ordinary resolution, as provided in the Rules.

The Rules provide that the invitation for deposits is valid only up to six months from the closure of the financial year in which the invitation was made or up to the date of Annual General Meeting, whichever is earlier. Afterwards, for all renewals and further acceptance of deposits, fresh invitation with consent of the Company in general meeting is necessary as mentioned above.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out at Item No. 6 of the Notice. This Resolution enables the Board of Directors of the Company to accept/renew deposits up to the permissible limits laid down in the Rules.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice, except to the extent to any deposits that they may have placed with the Company and interest payable thereon under its present Fixed Deposit Scheme.

The Board commend the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Members.

Item 7 - Approval of remuneration to Cost Auditor

The Board has approved the appointment of M/s. A.R. Narayanan & Co, Cost Accountants, Cochin, (ICAI Firm Registration No. 101421), a firm of Cost Accountant in Practice, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 on a remuneration of ₹ 2,00,000 plus GST and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2021.

None of the directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested in this resolution, financially or otherwise. Your directors commend the resolution for adoption.

Item 8 - Enhancement of Remuneration of Mr. M.P. Jackson (DIN 01889504), Executive Director

On the recommendation of the Nomination and Remuneration Committee, the Board, in their meeting held on 12th February, 2018 has decided to appoint Mr. M.P. Jackson (DIN 01889504) as Executive Director of the Company, subject to the approval of the members in the ensuing Annual General Meeting, for a period of three years from 12th February, 2018 to 11th February, 2021, on a remuneration with salary at ₹ 1,50,000 per month with annual increment in the scale of ₹ 1,50,000 - 7,500 - 1,65,000 along with bonus, other perquisites and allowances.

Considering the general increase in the remuneration package across the industry, the Board of Directors decided to enhance the remuneration of Mr. M.P. Jackson, with effect from 1st October, 2019 for the rest of his current term appointment, that is up to 11th February, 2021, to ₹ 2,05,000 per month plus other benefits as specified in the Resolution No. 8, subject to the approval of the members by Ordinary resolution for the enhancement of his remuneration, based on the recommendation of Nomination and Remuneration Committee for the enhancement of remuneration, as per the decisions in their respective meetings held on 24th September, 2019.

Mr. M. P. Jackson (DIN 01889504), aged 67, son of Late M.C. Paul, after completing his BSc. (Physics) course, has involved in the family businesses and is now heading the MCP Group of concerns. He was Chairman of Irinjalakuda Municipality for two terms spanning over a period of nearly seven years. He is also Chairman of Irinjalakuda Town Co-operative Bank and President of Irinjalakuda Co-operative Hospital. He is actively involved in many social, cultural, political and developmental activities in and around Irinjalakuda for over three decades.

Mr. M. P. Jackson (DIN 01889504) satisfies the conditions laid down in Schedule V to the Companies Act, 2013 as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his continuance as Executive Director of the Company. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further information about Mr. M. P. Jackson (DIN 01889504), in accordance with the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

None of the Directors and Key Managerial Personnel and their relatives of the Company, except Mr. M. P. Jackson (DIN 01889504) to the extent of remuneration payable to him, is concerned or interested, financial or otherwise, in the above resolution.

The Board of Directors recommends the resolution in relation to the enhancement of remuneration of Mr. M. P. Jackson (DIN 01889504), Executive Director, for the approval of the shareholders of the Company.

As required under the provisions of Schedule V to the Companies Act, 2013, the following information is provided.

I	GENERAL INFORMATION	
1	Nature of Business	KSE Limited is engaged in the manufacture of compound cattle feed, extraction of oil from copra cake by solvent extraction process and refining the same to edible grade and in dairying including ice cream.
2.	Date of commencement of commercial production	The Company was incorporated on 25.09.1963 and the commercial production was started in April, 1972.
3.	In case of new companies, expected date of commencement of activities	NOT APPLICABLE

4.	Financial Performance	Particulars of 2019-20	₹ in Lakhs
		Total Revenue – Revenue from operations and Other Income	143273.60
		Profit Before tax	2608.07
		Tax Expense	718.17
		Total comprehensive income (net of tax)	1804.93
		Net worth	14203.41
5.	Foreign investments or collaborations	Nil	
II	INFORMATION ABOUT APPOINTEE		
1.	Back Ground Details	As narrated above	
2.	Past Remuneration	For financial year 2019-20 - ₹ 34.86 lakhs.	
3.	Recognition or awards	He had received FCBA Awards for the years 2014 to 2017, on behalf of Irinjalakuda Cooperative Bank Ltd., as Chairman thereof. He has received the Indian Organization for Commerce & Industry – Excellence Award for Individual contribution for National, Economic & Social Development -2016. He has been conferred with Deepika Business Excellence Award 2020.	
4.	Job Profile and his suitability	Overall management of the Company, subject to the direction and control of the Managing Director. Given his experience, his appointment and remuneration is considered well suited for the position.	
5.	Remuneration proposed	As specified in the Resolution.	
6.	Comparative remuneration profile with respect to the industry	The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in Feed Industry.	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Besides the remuneration proposed to be paid to him, Mr. M. P. Jackson and his relatives are holding deposits under Fixed Deposit Scheme of the Company and the outstanding balance thereof as on 31.03.2020 is ₹ 88.48 lakhs and interest paid on the said deposits during year 2019-20 is ₹ 8.46 lakhs.	
III	OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	Not applicable, as the Company has earned a total comprehensive income (net of tax) of ₹ 1804.93 Lakhs during the year ended 31st March, 2020.	
2.	Steps taken or proposed to be taken for improvement	Not Applicable	
3.	Expected increase in productivity and profits in measurable terms	Not Applicable	

Item 9 - Appointment of Mrs. Nina Paul (DIN: 08576074) as Independent Director

The Special Resolutions moved for the re-appointment of Dr. Jose Paul Thaliyath, Mr. Joseph Xavier and Mr. Paul John as Independent Directors of the Company, for a further period of five years, could not obtain requisite majority in the 55th Annual General Meeting held on 31st August, 2019, and hence they vacated their respective office, on completion of their original tenure of appointment in September 2019. In order to comply with the provisions of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had to fill up the intermittent vacancies of the three independent Directors, within three months of their vacation.

In their respective meetings held on 24th September, 2019, Board decided to fill up the intermittent vacancy of the Independent Directors, on the recommendation of Nomination and Remuneration Committee, by appointing Mrs. Nina Paul (DIN: 08576074) as an Independent Director of the Company to hold office for a period of three consecutive years from 1st October, 2019 to 30th September, 2022, pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members at the ensuing Annual General Meeting. Mrs. Nina Paul (DIN: 08576074) hails from a respectable family engaged in coconut farming and copra milling, and her experience on these areas can be effectively utilized by the Company. She is a member of the Stakeholders' Relationship Committee effective from 1st November, 2019.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the appointment of Mrs. Nina Paul (DIN: 08576074) would be beneficial to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the members may approve the decision of the Board to appoint Mrs. Nina Paul (DIN: 08576074) as an Independent Director of the Company, not liable to retire by rotation, for a period of three consecutive years from 1st October, 2019 to 30th September, 2022.

Mrs. Nina Paul (DIN: 08576074) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Copy of the letter of appointment of Mrs. Nina Paul (DIN: 08576074) as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Company has also received declaration from Mrs. Nina Paul (DIN: 08576074) that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). She has successfully qualified the online proficiency self-assessment Test for Independent Director's Databank as provided by the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019. In the opinion of the Board, Mrs. Nina Paul (DIN: 08576074) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Nina Paul (DIN: 08576074) is independent of the management.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever, as may be decided by the Board, and reimbursement of expenses for participating in the Board and other committee meetings within the limits stipulated under Section 197 of the Companies Act, 2013.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further information about Mrs. Nina Paul (DIN: 08576074), in accordance with the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

Mrs. Nina Paul (DIN: 08576074) is interested in the resolution set out at Item No. 9 of the Notice with regard to her appointment. Relatives of Mrs. Nina Paul (DIN: 08576074) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution in relation to the appointment of Mrs. Nina Paul (DIN: 08576074), as Independent Director of the Company for a period of three consecutive years from 1st October, 2019 to 30th September, 2022, for the approval of the shareholders of the Company.

10. Appointment of Mr. Jose John (DIN: 01797056) as Independent Director

The Special Resolutions moved for the re-appointment of Dr. Jose Paul Thaliyath, Mr. Joseph Xavier and Mr. Paul John as Independent Directors of the Company, for a further period of five years, could not obtain requisite majority in the 55th Annual General Meeting held on 31st August, 2019, and hence they vacated their respective office, on completion of their original tenure of appointment in September 2019. In order to comply with the provisions of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had to fill up the intermittent vacancies of the three independent Directors, within three months of their vacation.

In their respective meetings held on 24th October, 2019, Board decided to fill up the intermittent vacancy of the Independent Directors, on the recommendation of Nomination and Remuneration Committee, by appointing Mr. Jose John (DIN: 01797056) as an Independent Director of the Company to hold office for a period of three consecutive years from 1st November, 2019 to 31st October, 2022, pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members at the ensuing Annual General Meeting. Mr. Jose John (DIN: 01797056) hails from a respectable business family of Irinjalakuda engaged primarily in oil mill industry. He is also engaged in cashew business and his experience on these areas can be effectively utilized by the Company. He is the Managing Director of K P L Oil Mills Pvt. Ltd., Irinjalakuda. He is a graduate in Econmics and has completed articleship with the leading Chartered Accountancy Firm, M/s. A.F. Ferguson, Mumbai. He is appointed as the Chairperson of the Board of Directors of the Company and also as a member of the Audit Committee, effective from 1st November, 2019.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the appointment of Mr. Jose John (DIN: 01797056) would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Accordingly, the members may approve the decision of the Board to appoint Mr. Jose John (DIN: 01797056) as an Independent Director of the Company, not liable to retire by rotation, for a period of three consecutive years from 1st November, 2019 to 31st October, 2022.

Mr. Jose John (DIN: 01797056) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Copy of the letter of appointment of Mr. Jose John (DIN: 01797056) as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Company has also received declaration from Mr. Jose John (DIN: 01797056) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He has successfully qualified the online proficiency self-assessment Test for Independent Director's Databank as provided by the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019. In the opinion of the Board, Mr. Jose John (DIN: 01797056) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Jose John (DIN: 01797056) is independent of the management.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever, as may be decided by the Board, and reimbursement of expenses for participating in the Board and other committee meetings within the limits stipulated under Section 197 of the Companies Act, 2013.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further information about Mr. Jose John (DIN: 01797056) , in accordance with the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

Mr. Jose John (DIN: 01797056) is interested in the resolution set out at Item No. 10 of the Notice with regard to his appointment. Relatives of Mr. Jose John (DIN: 01797056) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution in relation to the appointment of Mr. Jose John (DIN: 01797056), as Independent Director of the Company for a period of three consecutive years from 1st November, 2019 to 31st October, 2022, for the approval of the shareholders of the Company.

11. Appointment of Mr. Paul Jose (DIN: 01616504) as Independent Director

The Special Resolutions moved for the re-appointment of Dr. Jose Paul Thaliyath, Mr. Joseph Xavier and Mr. Paul John as Independent Directors of the Company, for a further period of five years, could not obtain requisite majority in the 55th Annual General Meeting held on 31st August, 2019, and hence they vacated their respective office, on completion of their original tenure of appointment in September 2019. In order to comply with the provisions of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had to fill up the intermittent vacancies of the three independent Directors, within three months of their vacation.

In their respective meetings held on 24th October, 2019, Board decided to fill up the intermittent vacancy of the Independent Directors, on the recommendation of Nomination and Remuneration Committee, by appointing Mr. Paul Jose (DIN: 01616504) as an Independent Director of the Company to hold office for a period of three consecutive years from 1st November, 2019 to 31st October, 2022, pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members at the ensuing Annual General Meeting. Mr. Paul Jose (DIN: 01616504), a B.A. (Economics) graduate, hails from a respectable business family of Irinjalakuda engaged primarily in oil mill industry. He is currently the Managing Director of POLJO Group of Companies located nearby Irinjalakuda. He is appointed as the Chairperson of the Nomination and Remuneration Committee of the Board and also as a member of the CSR Committee, effective from 1st November, 2019.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the appointment of Mr. Paul Jose (DIN: 01616504) would be beneficial to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the members may approve the decision of the Board to appoint Mr. Paul Jose (DIN: 01616504) as an Independent Director of the Company, not liable to retire by rotation, for a period of three consecutive years from 1st November, 2019 to 31st October, 2022.

Mr. Paul Jose (DIN: 01616504) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Copy of the letter of appointment of Mr. Paul Jose (DIN: 01616504) as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Company has also received declaration from Mr. Paul Jose (DIN: 01616504) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He has successfully qualified the online proficiency self-assessment Test for Independent Director's Databank as provided by the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019. In the opinion of the Board, Mr. Paul Jose (DIN: 01616504) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Paul Jose (DIN: 01616504) is independent of the management.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever, as may be decided by the Board, and reimbursement of expenses for participating in the Board and other committee meetings within the limits stipulated under Section 197 of the Companies Act, 2013.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further information about Mr. Paul Jose (DIN: 01616504) , in accordance with the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

Mr. Paul Jose (DIN: 01616504) is interested in the resolution set out at Item No. 11 of the Notice with regard to his appointment. Relatives of Mr. Paul Jose (DIN: 01616504) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution in relation to the appointment of Mr. Paul Jose (DIN: 01616504), as Independent Director of the Company for a period of three consecutive years from 1st November, 2019 to 31st October, 2022, for the approval of the shareholders of the Company.

Irinjalakuda
27th August, 2020

By Order of the Board
For **KSE** Limited

Sd/-

R. Sankaranarayanan
Chief Financial Officer and
Company Secretary

REGISTERED OFFICE
Solvent Road, Irinjalakuda – 680121
Thrissur – KERALA.
CIN : L15331KL1963PLC002028
Web Site : www.kselimited.com
E Mail : investor.relations@kselimited.com
Phone : +91480 2825476; 2825576 (Extn: 212)

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

Resolution No.	Item 3	Item 4	Item 8
Name of Directors	Mr. P.D. Anto (DIN: 00106965)	Mrs. Marykutty Varghese (DIN: 07307987)	Mr. M.P. Jackson (DIN: 01889504)
Date of Birth	05/05/1950	10/11/1953	19/11/1952
Date of Appointment	29/03/1989	01/10/2015	14/11/2017
Qualification	SSLC	PDC	B. Sc. (Physics) appeared
Experience	Hails from a respectable business family of Irinjalakuda, engaged mainly in oil milling. He is having immense experience in oil milling. He joined as a Director of the Company effective from 29.03.1989. He is also acting as a member of the Stakeholders' Relationship Committee of the Company with effect from 28.09.2002 and as Chairman of the said Committee from 22.09.2015. He is also a member of Nomination and Remuneration Committee with effect from 1st September, 2007.	She has married to a respectable business family of Irinjalakuda engaged primarily in oil mill industry. She has been appointed as a Director of the Board from 01.10.2015 and nominated to the Stakeholder's Relationship Committee of the Company by the Board with effect from that date.	Mr. M. P. Jackson son of Late M.C. Paul, after completing his BSc. (Physics) course, has involved in the family businesses and is now heading the MCP Group of concerns. He was Chairman of Irinjalakuda Municipality for two terms spanning over a period of nearly seven years. He is also Chairman of Irinjalakuda Town Co-operative Bank and President of Irinjalakuda Co-operative Hospital. He is actively involved in many social, cultural, political and developmental activities in and around Irinjalakuda for over three decades.
Directorships held in other Public Limited companies	Nil	Nil	Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil	Nil	Nil
Number of shares held in the Company as on 31.03.2020	11,050	10,113	44,838

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

Resolution No.	Item 9	Item 10	Item 11
Name of Directors	Mrs. Nina Paul (DIN 08576074)	Mr. Jose John (DIN: 01797056)	Mr. Paul Jose (DIN: 01616504)
Date of Birth	16/04/1965	28/10/1957	19/04/1958
Date of Appointment	01/10/2019	01/11/2019	01/11/2019
Qualification	B. Sc.	B.A. (Economics)	B.A. (Economics)
Experience	Hails from a respectable family engaged in coconut farming and copra milling. Managing 35 acres of scientific organic integrated farm for over 15 years. Was President of District Women's Council and Secretary of State Women's Council. She is acting as a member of Stakeholder's Relationship Committee with effect from 1st November, 2019.	Hails from a respectable business family of Irinjalakuda engaged primarily in oil mill industry. He is also engaged in cashew business and his experience on these areas can be effectively utilized by the Company. He is the Managing Director of K P L Oil Mills Pvt. Ltd., Irinjalakuda. He is a graduate in Econmics and has completed articleship with the leading Chartered Accountancy Firm, M/s. A.F. Ferguson, Mumbai. He is appointed as the Chairperson of the Board of Directors of the Company and also as a member of the Audit Committee, effective from 1st November, 2019.	Hails from a respectable business family of Irinjalakuda engaged primarily in oil mill industry. He is currently the Managing Director of POLJO Group of Companies located nearby Irinjalakuda. He is appointed as the Chairperson of the Nomination and Remuneration Committee of the Board and also as a member of the CSR Committee, effective from 1st November, 2019.
Directorships held in other Public Limited companies	Nil	Nil	Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil	Nil	Nil
Number of shares held in the Company as on 31.03.2020	21327	Nil	969