07 August 2026

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

Dear Sir,

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 29th August, 2026 at 3.00 p.m. at the registered office of the Company situated at Solvent Road, Irinjalakuda - 680121. 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 21st August, 2026.

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

Thanking You,

Yours faithfully,

For **KSE** Limited

SRIVIDYA DAMODARAN

Digitally signed by SRIVIDYA DAMODARAN
Date: 2026.08.07 17:58:00 +05'30'

Srividya Damodaran
Company Secretary

NOTICE OF THE 62nd ANNUAL GENERAL MEETING

Notice is hereby given that the 62nd Annual General Meeting (AGM) of the members of KSE Limited, Irinjalakuda, will be held at the Registered Office of the Company, at AGM Hall, 2nd Floor, Solvent Road, Irinjalakuda - 680121 on Saturday, 29th August 2026 at 3.00 p.m. IST to transact the following businesses:

ORDINARY BUSINESS

1. **Adoption of Financial Statements for the year ended 31st March, 2026**

   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 financial year ended 31st March, 2026, comprising the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the year ended 31st March, 2026, together with the notes forming part of the financial statements, and the Reports of the Board of Directors and the Auditors 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 Rs. 7.50 per equity share for the financial year ended 31.03.2026**

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

   "RESOLVED THAT dividend of Rs. 12.50 per equity share on 3,20,00,000 equity shares of Rs.1 each be and is hereby declared out of the profits of the Company for the year ended 31st March, 2026, including the interim dividend at the rate of Rs. 5 per equity share of Re.1 each declared by the Board of Directors of the Company on 14th February 2026, absorbing an aggregate amount of Rs. 40 crores and that the final dividend of Rs. 7.50 per equity share of Re. 1 each as recommended by the Board of Directors of the Company at their meeting held on 19th May, 2026 be paid to those shareholders, whose names appear in the Company's register of members and in respect of equity shares held in dematerialized form to those beneficial owners of the equity shares as at the end of business hours on 21st August, 2026 as per the details furnished by the depositories for this purpose."

3. **Reappointment of Director, retiring by rotation, Mr. Kollara Chathunny Pyarelal (DIN: 00923913)**

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

   "RESOLVED THAT Mr. Kollara Chathunny Pyarelal (DIN: 00923913), 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, Ms. Danesa Raghulal Thandassery (DIN: 07975553)**

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

   "RESOLVED THAT Ms. Danesa Raghulal Thandassery (DIN: 07975553), 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. **Mr. M.P. Jackson (DIN: 01889504) Director liable to retire by rotation, who does not seek re-election**

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

   "RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 Mr. M.P. Jackson (DIN: 01889504), a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company."

SPECIAL BUSINESS

6. **Appointment of Mr. Dony Akkarakaran George (DIN: 09211623) as Managing 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Rules made thereunder, Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals as may be required, approval of the Members be and is hereby accorded to the remuneration payable to Mr. Dony Akkarakaran George (DIN: 09211623), Managing Director of the Company, during his tenure of appointment from 1st June, 2026 to 31st May, 2029, on the following terms and conditions:

   (a) Basic Pay

   Basic Pay of Rs.3,60,000/- (Rupees Three Lakhs Sixty Thousand only) per month in the scale of Rs.3,60,000 – Rs.15,000 – Rs.4,60,000, carrying an annual increment of Rs.15,000/-.

   (b) Bonus/Performance-Linked Remuneration

   The annual remuneration of the Managing Director includes a performance bonus component equivalent to 20% of the Basic pay. The entitlement to such bonus and any additional performance-linked remuneration shall be determined based on the Company's actual profit for the relevant financial year as compared with the annual budgeted profit approved by the Board of Directors and shall be payable as follows:

   (i) On achievement of 100% of the budgeted profit, the full approved annual remuneration, including the performance bonus component forming part thereof, shall be payable;

   (ii) Where the actual profit exceeds the budgeted profit by upto 10%, additional remuneration equivalent to 10% of the approved annual remuneration (CTC) shall be payable;

   (iii) Where the actual profit exceeds the budgeted profit by upto 20%, additional remuneration equivalent to 20% of the approved annual remuneration (CTC) shall be payable;

   (iv) Where the actual profit exceeds the budgeted profit by 25% or more, additional remuneration equivalent to 25% of the approved annual remuneration (CTC) shall be payable; and

   (v) Where the budgeted profit is not achieved, the performance bonus component forming part of the approved annual remuneration shall stand reduced to 15%.

Provided that only the highest applicable performance slab shall apply for the relevant financial year and the maximum additional remuneration payable under this clause shall not exceed 25% of the approved annual remuneration (CTC).

(c) Gratuity

Gratuity as per the rules of the Company and in accordance with applicable law.

(d) Contribution to Provident Fund and Other Funds

Company's contribution to Provident Fund and other retirement benefit funds as per the applicable statutory provisions and Company policies.

(e) Perquisites and Allowances

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

Free use of the Company's mobile phone and telephone at his residence.

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

Leave Travel Allowance (including reimbursement of actual leave travel expenses in accordance with the Rules of the Company) equivalent to one month's Basic Pay per annum.

Fees to clubs subject to a maximum of two clubs, provided that no admission fee or life membership fee shall be paid by the Company;

Such other benefits, perquisites and allowances as may be applicable to senior managerial personnel of the Company from time to time.

RESOLVED FURTHER THAT the value of perquisites and allowances shall be determined in accordance with the applicable provisions of the Income-tax Act, 1961 and the Rules made thereunder, wherever applicable.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of appointment, Mr. Dony Akkarakaran George shall be paid the aforesaid remuneration as minimum remuneration, subject to the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Dony Akkarakaran George shall not be liable to retire by rotation during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorised to determine the annual budgeted profit, evaluate performance, compute the performance-linked remuneration and revise, modify or vary the remuneration structure and performance parameters from time to time within the limits prescribed under the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution.

7. **Approval for re-appointment of Mr. Paul Francis (DIN 00382797) as 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, approval of the Members be and is hereby accorded to the re-appointment of Mr. Paul Francis (DIN: 00382797) as Executive Director of the Company for a period of three (3) years with effect from 1st October, 2026 to 30th September, 2029, on the following terms and conditions:

(a) Basic Pay

Basic Pay of Rs.2,95,000/- (Rupees Two Lakhs Ninety-Five Thousand only) per month in the scale of Rs.2,95,000 – Rs.15,000 – Rs.3,40,000, carrying an annual increment of Rs.15,000/-.

(b) Bonus/Performance-Linked Remuneration

The annual remuneration of the Executive Director includes a performance bonus component equivalent to 20% of the Basic pay. The entitlement to such bonus and any additional performance-linked remuneration shall be determined based on the Company's actual profit for the relevant financial year as compared with the annual budgeted profit approved by the Board of Directors and shall be payable as follows:

On achievement of 100% of the budgeted profit, the full approved annual remuneration, including the performance bonus component forming part thereof, shall be payable;

Where the actual profit exceeds the budgeted profit by upto 10%, additional remuneration equivalent to 10% of the approved annual remuneration (CTC) shall be payable;

Where the actual profit exceeds the budgeted profit by upto 20%, additional remuneration equivalent to 20% of the approved annual remuneration (CTC) shall be payable;

Where the actual profit exceeds the budgeted profit by 25% or more, additional remuneration equivalent to 25% of the approved annual remuneration (CTC) shall be payable; and

Where the budgeted profit is not achieved, the performance bonus component forming part of the approved annual remuneration shall stand reduced to 15%.

Provided that only the highest applicable performance slab shall apply for the relevant financial year and the maximum additional remuneration payable under this clause shall not exceed 25% of the approved annual remuneration (CTC).

(c) Gratuity

Gratuity as per the rules of the Company and in accordance with applicable law.

(d) Contribution to Provident Fund and Other Funds

Company's contribution to Provident Fund and other retirement benefit funds as per the applicable statutory provisions and Company policies.

(e) Perquisites and Allowances

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

Free use of the Company's mobile phone and telephone at his residence.

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

Leave Travel Allowance (including reimbursement of actual leave travel expenses in accordance with the Rules of the Company) equivalent to one month's Basic Pay per annum.

Fees to clubs subject to a maximum of two clubs, provided that no admission fee or life membership fee shall be paid by the Company;

Such other benefits, perquisites and allowances as may be applicable to senior managerial personnel of the Company from time to time.

RESOLVED FURTHER THAT the value of perquisites and allowances shall be determined in accordance with the applicable provisions of the Income-tax Act, 1961 and the Rules made thereunder, wherever applicable.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of appointment, Mr. Paul Francis shall be paid the aforesaid remuneration as minimum remuneration, subject to the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Paul Francis shall not be liable to retire by rotation during the tenure of his appointment in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorised to determine the annual budgeted profit, evaluate performance, compute the performance-linked remuneration and revise, modify or vary the remuneration structure and performance parameters from time to time within the limits prescribed under the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution.

8. **Appointment of Mr. Mampilly Paul Giji (DIN 01688499) as a Director**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Mampilly Paul Giji (DIN 01688499), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Mampilly Paul Giji for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution.

9. **Appointment of Mrs. Suja Davis (DIN 11213213) as a Director**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Suja Davis (DIN 11213213), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mrs. Suja Davis for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. **Adoption of New Articles of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof), the existing Articles of Association of the Company, based on the Companies Act, 1956, be and are hereby altered by substituting the existing Articles of Association with a new set of Articles of Association to align the Articles of Association with the provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the new set of Articles of Association, as placed before this meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

11. **Increase in Authorised Share Capital of the Company and Consequential Alteration of Capital Clauses of the Memorandum of Association and Articles of Association**

To consider and, if thought fit, to pass the following Special **Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs.10,00,00,000 (Rupees Ten Crores only) divided into 9,94,00,000 (Nine Crores Ninety-Four Lakhs) Equity Shares of Re.1 (Rupee One) each and 6,000 (Six Thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One Hundred) each to Rs.20,00,00,000 (Rupees Twenty Crores only) divided into 19,94,00,000 (Nineteen Crores Ninety-Four Lakhs) Equity Shares of Re.1 (Rupee One) each and 6,000 (Six Thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One Hundred) each by creation of an additional 10,00,00,000 (Ten Crores) Equity Shares of Re.1 (Rupee One) each ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT consequent upon the aforesaid increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

"V. The Authorised Share Capital of the Company is Rs.20,00,00,000 (Rupees Twenty Crores only) divided into 19,94,00,000 (Nineteen Crores Ninety-Four Lakhs) Equity Shares of Re.1 (Rupee One) each and 6,000 (Six Thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One Hundred) each, with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, Article 3(1) of the Articles of Association of the Company be and is hereby altered and substituted with the following:

"3. (1) The Share Capital of the Company is Rs.20,00,00,000 (Rupees Twenty Crores only) divided into 19,94,00,000 Equity Shares of Re.1 each and 6,000 Redeemable Cumulative Preference Shares of Rs.100 each."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and documents with the Registrar of Companies and such other authorities as may be required for giving effect to this Resolution.

12. **Approval for Regularization of Historical Issued but Unsubscribed Share Capital**

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 Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded to cancel the equity shares forming part of the issued but unsubscribed share capital comprising 28,200 (Twenty-Eight Thousand Two Hundred) Equity Shares of Re.1/- (Rupee One) each, which remained unsubscribed pursuant to the Rights Issue made by the Company in the year 1987 and are presently reflected as issued but unsubscribed which, following the subsequent subdivision of the Company's equity shares, are presently represented by 28,200 equity shares of Re.1 each and accordingly reduce the issued share capital of the Company by cancellation of such unsubscribed shares."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including making necessary filings with the Registrar of Companies and such other authorities as may be required, and to settle any question, difficulty or doubt that may arise in giving effect to this Resolution."

13. **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 within the limits prescribed under the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time.

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 doall 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 inthis regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

14. **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. BBS & Associates, Cost Accountants, Ernakulam, (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, 2027 be paid the remuneration of Rs. 2,25,000 plus GST and out of pocket expenses actually incurred in connection with the audit.

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 including execution of necessary documents and filings, if any, required for giving effect to this Resolution."

15. **Approval for Transfer of Car to Mr. M P Jackson, Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 188, 192, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and subject to such statutory, regulatory or other approvals, consents, permissions or sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the transfer, by way of retirement benefit in recognition of the valuable services rendered by **Mr. M.P. Jackson (DIN: 01889504)** during his tenure as the Managing Director of the Company, of the Company's motor vehicle, namely **Toyota Innova Hycross**, bearing Registration No. **KL 45 Y 5225**, having a carrying amount of **Rs.25,03,778/- (Rupees Twenty-Five Lakhs Three Thousand Seven Hundred and Seventy-Eight only)** in the books of the Company and such fair value as determined by an Independent Registered Valuer, to Mr. M.P. Jackson, who ceased to be the Managing Director of the Company with effect from **31st March, 2026** and continues as a Non-Executive Director of the Company, without any monetary consideration.

RESOLVED FURTHER THAT the Members hereby note and approve that the aforesaid transfer constitutes a transaction with a Related Party and a non-cash transaction involving a Director under the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations, and that the particulars of the transaction, including the description of the asset, its carrying amount, fair value and the rationale for the proposed transfer, have been set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Chief Financial Officer and the Company Secretary of the Company be and are hereby jointly and severally authorised to obtain, wherever required under applicable law, the valuation of the motor vehicle from an Independent Registered Valuer, execute all deeds, declarations, transfer forms, applications and other documents, complete all formalities relating to the transfer of ownership and registration of the motor vehicle before the Regional Transport Authority and other statutory authorities, arrange for transfer of insurance and other incidental matters, make necessary entries in the books and statutory records of the Company and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to make such filings, disclosures and intimations with the Registrar of Companies, the Stock Exchanges and such other statutory or regulatory authorities as may be required under the Companies Act, 2013, the SEBI LODR Regulations or any other applicable law, and to do all such acts, deeds and things as may be necessary or incidental for the implementation of this Resolution.

16. **Payment of Remuneration to Non-Executive Directors**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, in aggregate not exceeding one per cent (1%) of the net profits of the Company for each financial year commencing from the financial year ending 31st March, 2026, computed in accordance with the provisions of Section 198 of the Act and subject to the limits prescribed under Section 197 of the Act."

RESOLVED FURTHER THAT such commission shall be payable to the Non-Executive Directors of the Company who are not in the whole-time employment of the Company and shall be distributed equally among all eligible Non-Executive Directors, unless otherwise determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorised to determine the amount payable to each eligible Non-Executive Director for each financial year within the overall limit approved herein and to take all such actions and do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution.

By Order of the Board
For **KSE** Limited
Sd/-
Srividya Damodaran
Company Secretary

Irinjalakuda 17th June, 2026
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: 229)

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Businesses set outabove is annexed hereto.

2. As provided in Section 105 of the Companies Act, 2013, **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding fifty in number and holdingin the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holdingmore than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxyand such person shall not act as proxy for any other member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of themeeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid.

   Proxies, in order to be effective, should fill in the proxy form duly completed, stamped and signed and must be deposited at theRegistered Office of the Company not less than 48 hours before the commencement of the meeting. Proxy Form is annexed tothis Report. Proxies submitted on behalf of limited companies and other bodies shall be supported by an appropriate resolution / letter of authority, as applicable.

3. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalfat the meeting.

4. Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Notice of the AGM along with the Annual Report for the financial year **2025-2026** 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 **2025-2026** will also be available on the Company's website **www.kselimited.com**, website of **BSE Limited** at **www.bseindia.com** and on the website of **Central Depository Services (India) Limited (CDSL)** at **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 and including the date of Annual General Meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd August, 2026 to 29th August, 2026** (both days inclusive).

7. The Board of Directors has recommended a **final dividend of Rs.7.50 (Rupees Seven and Fifty Paise only) per equity share of Re.1/- each** for the financial year ended 31st March, 2026. Subject to the approval of the Members at the **62nd Annual General Meeting**, the said dividend will be paid/dispatched, subject to deduction of tax at source, after the AGM to those persons or their mandates:

   (a) whose names appear as Beneficial Owners as at the close of business hours on **21st August, 2026** 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 dematerialised form; and

   (b) whose names appear in the Register of Members of the Company as on **21st August, 2026** in respect of shares held in physical form.

The Company had earlier declared and paid an **interim dividend of Rs.5.00 per equity share** on 14th February, 2026. Accordingly, the total final dividend for the financial year **2025-26 aggregates to Rs.12.50 per equity share**.

8. Dividend income is 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, shareholders are requested to refer to the Income-tax Act, 1961 and amendments thereto. Shareholders are requested to update their Residential Status, Category and PAN with **MUFG Intime India Private Limited**, Registrar and Share Transfer Agent of the Company (in case of physical shares) and with the respective Depository Participants (in case of shares held in dematerialised form).

   A resident individual shareholder with a valid PAN may submit a declaration in Form No. 12BBA/12BAA (as applicable under the provisions of the Income-tax Act, 1961, as amended by the Income-tax Act, 2025) to avail the benefit of non-deduction of tax at source by sending the same to coimbatore@in.mpms.mufg.com or investor.relations@kselimited.com on or before 21st August, 2026. However, no tax shall be deducted from the dividend payable to a resident individual shareholder if the aggregate dividend payable to such shareholder during the financial year 2026-27 does not exceed Rs.10,000. Resident shareholders may also submit such other documents/declarations as prescribed under the Income-tax Act, 1961 (as amended) for deduction of tax at a lower or nil rate, subject to fulfilment of the prescribed conditions. PAN is mandatory for availing the above benefits..

   Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at the higher rate prescribed under the Income-tax Act, 1961.

   Non-resident shareholders may avail beneficial rates under the applicable Double Taxation Avoidance Agreement (DTAA), subject to submission of the prescribed documents including Tax Residency Certificate (TRC), Form 10F, Self-declaration of Beneficial Ownership and No Permanent Establishment declaration, and such other documents as may be required, by email to **coimbatore@in.mpms.mufg.com** or **investor.relations@kselimited.com** on or before **21st August, 2026**.

9. Pursuant to Regulation 40 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. 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 2018 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, 2026 relating to the financial years from 2017-2018, 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 Registrars & Share Transfer Agents M/s. MUFG Intime India Private Limited 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. MUFG Intime India Private Limited, Registrars and Share Transfer Agents, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028; Phone : 0422 4958995, 2539835, 2539836; Email: coimbatore@in.mpms.mufg.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. MUFG Intime India Private 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 INE953E01022. Any member desirous of dematerialising his holding may do so through any of the Depository Participants.

17. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company at least 10 days before the date of Annual General Meeting to enable the Company to prepare suitable replies to such questions.

18. 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.

19. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 has mandated that holders of physical securities, whose folio(s) are not updated with any of the KYC details viz., PAN, nomination, contact details, mobile number, bank account details or specimen signature, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024. Accordingly, dividend payable to members holding shares in physical mode, whose KYC details are not updated shall be withheld by the Bank. Members are therefore advised to update their KYC details on priority, if not done already.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

(i) The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorised e-voting agency. The facility of casting votes by a Member using remote e-voting as well as voting by ballot at the AGM shall be provided in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

(ii) In line with the applicable circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 62nd Annual General Meeting along with the Annual Report for the financial year 2025-26 has been made available on the website of the Company at www.kselimited.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

(iii) The remote e-voting period begins on 26th August, 2026 at 9.00 a.m. and ends on 28th August, 2026 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 21st August, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL after 5.00 p.m. on 28th August, 2026.

(iv) Shareholders who have already cast their vote through remote e-voting prior to the AGM may attend the AGM but shall not be entitled to vote again at the meeting.

(v) Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, listed entities are required to provide remote e-voting facilities to their shareholders in respect of all shareholder resolutions.

(vi) To improve the efficiency of the voting process and facilitate participation by shareholders, individual shareholders holding securities in dematerialised form are permitted to vote through their demat accounts maintained with Depositories and Depository Participants. This enables shareholders to access the e-voting facility through a single login credential without requiring separate registration with the e-voting service provider.

(vii) In terms of the aforesaid SEBI Circular, individual shareholders holding securities in dematerialised form are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities inDemat mode with CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per theinformation provided by company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Dematform**.

a) The shareholders should log on to the e-voting website www.evotingindia.com.

b) Click on "Shareholders" module.

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

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

e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting

of any company, then your existing password is to be used.

f) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant arerequested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

g) After entering these details appropriately, click on "**SUBMIT**" tab.

h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also used by the demat holders 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.

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

j) Click on the EVSN for "**KSE LIMITED**" on which you choose to vote.

k) 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.

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

m) 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.

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

o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

p) 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.

q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that 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.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz investor.relations@kselimited.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

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 Company/RTA email id.
2. For Demat shareholders - please update your email id and mobile number with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory for remote e-Voting.

If you have any queries or issues regarding attending AGM and/or e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 at toll free no. 1800 21 09911.

OTHER MATTERS ON AGM AND REMOTE E-VOTING

a) A Member can opt for only one mode of voting, i.e., either through remote e-voting or by ballot at the AGM.

b) The remote e-voting period begins on **26th August, 2026 at 9.00 a.m.** and ends on **28th August, 2026 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date of 22nd August, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL after 5.00 p.m. on 28th August, 2026.

c) The instructions for participating in the remote e-voting are provided above.

d) Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM and participate in the discussions.

e) Members attending the AGM who have not cast their vote through remote e-voting shall be entitled to cast their vote by ballot at the AGM.

f) If a Member casts his/her vote by both modes, then voting done through remote e-voting shall prevail and the vote cast by ballot shall be treated as invalid.

g) The Company has made necessary arrangements with **Central Depository Services (India) Limited (CDSL)** to facilitate remote electronic voting in respect of the businesses set out in the Notice convening the **62nd Annual General Meeting** of the Company.

h) 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 at the AGM.

i) Any Member of the Company who becomes a Member after dispatch of the Notice but before the cut-off date may obtain his/her User ID and Password for remote e-voting from the Registrar and Share Transfer Agent of the Company.

j) The Board of Directors has appointed **CS Nikhil George Pinto** (Membership No. FCS 11074 and Certificate of Practice No. 16059), or failing him, **CS Tracy Caesar** (Membership No. FCS 13379 and Certificate of Practice No. 15855), Partners of **M/s. CaesarPintoJohn & Associates LLP**, Practising Company Secretaries (LLPIN: AAG-8094), F4, First Floor, LSpace, Logic Square, VIP Road, Near JLN Stadium Metro Station, Kaloor – 682017, as the Scrutinizer to scrutinize the remote e-voting process as well as voting by ballot at the AGM in a fair and transparent manner.

k) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast at the AGM and make, not later than forty-eight hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

l) The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL immediately after declaration of results. The Company shall simultaneously forward the results to **BSE Limited**, where the securities of the Company are listed.

m) Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the **62nd Annual General Meeting**, i.e., **29th August, 2026**.

n) Introduction of **SWAYAM** – 'SWAYAM' is a secure, user-friendly web-based application developed by **MUFG Intime India Private Limited**, the Registrar and Share Transfer Agent of the Company, enabling shareholders to access various services electronically. Members are encouraged to register on the portal and avail the facilities offered.

This application can be accessed at https://swayam.in.mpms.mufg.com

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

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

Item 6– Appointment of Mr. Dony Akkarakaran George (DIN: 09211623) as Managing Director

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 19 May 2026, approved the appointment of Mr. Dony Akkarakaran George (DIN: 09211623) as the Managing Director of the Company for a period of three (3) years commencing from 01 June 2026 and ending on 31 May 2029 (both days inclusive), subject to the approval of the Members by way of an Ordinary Resolution.

Mr. Dony Akkarakaran George has been associated with the Company as a Director since 2025 and has made valuable contributions to the deliberations and decision-making processes of the Board. Considering his extensive industry experience, leadership capabilities and long association with the Company, the Board considered it appropriate to entrust him with the overall management and affairs of the Company as Managing Director. He succeeds the legacy of his father, Late Adv. A.P. George, one of the founder director and former Managing Director of the Company, while bringing with him over three decades of diverse leadership experience across the agri-business, commodities, and FMCG sectors.

A law graduate from the University of Kerala, specializing in Labour Laws, and a graduate in Physics from the University of Calicut, Mr. George combines strong legal, commercial, and operational expertise with strategic business leadership. Prior to his appointment as Managing Director, he served as Whole-time Director of KSE Limited, where he played a pivotal role in driving business transformation, operational excellence, and governance. His leadership was instrumental in reversing the sales decline in the Feed and Dairy Division, delivering record production and sales performance, enhancing cost efficiencies, and spearheading strategic growth initiatives across multiple markets.

Before joining KSE Limited, Mr. George held senior regional leadership positions with multinational organizations, including Beroe Inc (USA), MARDEC Berhad (Malaysia), KeraFed, and Parle Agro (Franchise) Companies , where he managed profit centres, procurement, sales, and business development across the rubber, edible oils, and FMCG sectors. He has also been engaged in international commodity consulting and global commerce, advising businesses on procurement strategies, market intelligence, and cross-border trade.

With his extensive experience in corporate governance, business turnaround, strategic planning, and operational leadership, the Board believes that Mr. Dony Akkarakaran George is well positioned to lead KSE Limited into its next phase of sustainable growth, innovation, and long-term value creation while upholding the Company's legacy and values.

In the opinion of the Board, Mr. Dony Akkarakaran George satisfies the conditions specified under Section 196, Schedule V and other applicable provisions of the Companies Act, 2013 for appointment as Managing Director of the Company and is not disqualified from being appointed as a Director under Section 164 of the Act.

The terms and conditions governing his appointment, including duties, responsibilities and other conditions of service, are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.

The remuneration payable to Mr. Dony Akkarakaran George shall be determined separately based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and Members, wherever required under applicable laws.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. Additional information relating to Mr. Dony Akkarakaran George is provided in the Annexure to this Notice.

Except Mr. Dony Akkarakaran George and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

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

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

I. General Information

Particulars	Details
Nature of Industry	KSE Limited is engaged in the manufacture of compound cattle feed, the solvent extraction of oil from copra cake and its subsequent refining to edible grade, as well as dairying operations, including the production of ice cream.
Date or expected date of commencement of commercial production	The Company was incorporated on 25.09.1963 and the commercial production was started in April, 1972.
In case of new companies, expected date of commencement of activities	Not applicable. The Company is an existing, profit-making entity.
Financial performance based on given indicators	- Revenue from Operations: Rs. 1680.48 crore - Net Profit: Rs. 84.75 crore - EPS: Rs. 26.26
Foreign investments or collaborations, if any	The Company does not have any foreign collaborations. Foreign investment is as per permitted FPI/FII routes.

II. Information about the Appointee

Particulars	Details
Background details	Mr. Dony Akkarakaran George holds a Bachelor's Degree in Physics and a Law Degree with specialization in Labour Law. He has over three decades of experience in marketing, sales, procurement, commercial operations and business development across the edible oil, rubber and agri-business sectors in India and abroad.
Past remuneration	For financial year 2025-2026 – 28.28 Lakhs
Recognition or awards	NA
Job profile and suitability	Responsible for the overall management and day-to-day affairs of the Company. His extensive experience in marketing, commercial operations and business development makes him well suited for the role of Managing Director.
Remuneration proposed	As specified in the Resolution
Comparative remuneration profile	The proposed remuneration is commensurate with industry norms and the profile of the Managing Director in a company of similar size and complexity.
Pecuniary relationship	Apart from the remuneration payable to him as Managing Director and his shareholding, if any, Mr. Dony Akkarakaran George has no other pecuniary relationship with the Company. He is not related to any Director or Key Managerial Personnel of the Company.

III. Other Information

Particulars	Details
Reasons of loss or inadequate profits	The appointment is being made as a matter of due compliance and contingency planning. The Company has generally been profitable but is taking steps in accordance with Schedule V in case of any future inadequacy.
Steps taken or proposed to be taken for improvement	Strategic strengthening of the management team, expansion into new markets, improvement in operational efficiency, and diversification of product portfolio.
Expected increase in productivity and profits	With the induction of Mr. Dony Akkarakaran George as Managing Director, the Company expects stronger leadership in marketing and commercial strategy, which is anticipated to lead to better market positioning and improved profitability over the medium term.

IV. Disclosures

Particulars	Details
Disclosures in Board's Report under Corporate Governance	Disclosures regarding the remuneration package, service contract, stock option details, and performance evaluation shall be made in the Board's Report under the Corporate Governance section, as applicable.

Item 7 Approval for re-appointment of Mr. Paul Francis (DIN 00382797) as Executive Director

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 8th June, 2026 and approval of the Board at its meeting held on 17th June, 2026, approved the re-appointment of Mr. Paul Francis (DIN: 00382797) as Executive Director of the Company for a further period of five (5) years with effect from 1st October, 2026, subject to the approval of the shareholders.

Mr. Paul Francis was appointed as Executive Director of the Company with effect from 1st October, 2021. During his tenure, he has played an active role in the management of the Company's operations and has contributed significantly towards the growth and development of the Company's business. Considering his experience, industry knowledge, leadership capabilities and continued contribution to the Company, the Board considers it desirable to re-appoint him as Executive Director.

Mr. Paul Francis is associated with the promoter group of the Company and has extensive experience in the edible oil and agro-processing industries. He has been actively involved in business management and administration for several years and has contributed to the growth of various business ventures. He is also the recipient of the "Best Young Entrepreneur Award" from the Chamber of Commerce, Thrissur and the "Karshaka Mithram Award" from Rashtra Deepika Ltd.

The Company has received from Mr. Paul Francis (DIN: 00382797) his consent to act as Director in Form DIR-2 and a declaration confirming that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Paul Francis satisfies the conditions specified under Sections 196, 197 and Schedule V of the Companies Act, 2013 for his re-appointment as Executive Director and is not disqualified from being appointed as a Director of the Company.

This statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. Additional information relating to Mr. Paul Francis in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 forms part of the Annexure to this Notice.

Except Mr. Paul Francis and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considers that the continued association of Mr. Paul Francis as Executive Director would be beneficial to the Company and recommends the **Ordinary Resolution** set out at Item No. 7 of the Notice for approval of the Members.

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

Information pursuant to Schedule V of the Companies Act, 2013

I. General Information

Particulars	Details
Nature of Industry	KSE Limited is engaged in the manufacture of compound cattle feed, solvent extraction of oil from copra cake and refining of edible coconut oil, and dairy operations including manufacture and sale of milk products and ice cream.
Date or expected date of commencement of commercial production	The Company was incorporated on 25th September, 1963 and commenced commercial production in April, 1972.
In case of new companies, expected date of commencement of activities	Not Applicable
Financial performance based on given indicators	Revenue from Operations: Rs.1,649.53 Crores; Net Profit: Rs.91.11 Crores; EPS: Rs.285.34 (FY 2025-26)
Foreign investments or collaborations, if any	The Company has no foreign collaboration. Foreign investments, if any, are held under permitted investment routes.

II. Information about the Appointee

Particulars	Details
Background details	Mr. Paul Francis is associated with the promoter group of the Company and has extensive experience in the edible oil and agro-processing industries. He has been actively involved in business management and administration for several years and has contributed significantly to the growth of various business ventures.
Past remuneration	Remuneration drawn during FY 2025-26 as Executive Director: Rs. 54.74 Lakhs.
Recognition or awards	Recipient of the "Best Young Entrepreneur Award" from the Chamber of Commerce, Thrissur and the "Karshaka Mithram Award" from Rashtra Deepika Ltd.
Job profile and suitability	As Executive Director, he is responsible for overseeing operational and business functions of the Company under the supervision of the Board. Considering his industry experience, leadership capabilities and contribution during his present tenure, he is well suited for re-appointment.
Remuneration proposed	Salary, performance-linked pay, bonus, provident fund, gratuity and other perquisites and allowances as approved by the Board and set out in the resolution.
Comparative remuneration profile	The proposed remuneration is commensurate with the size of the Company, industry standards, responsibilities of the position and remuneration levels in comparable organisations.
Pecuniary relationship	Apart from the remuneration payable to him as Executive Director and his interest as a shareholder, if any, Mr. Paul Francis has no other pecuniary relationship with the Company except transactions disclosed in the financial statements in accordance with applicable accounting standards and statutory requirements.

III. Other Information

Particulars	Details
Reasons for loss or inadequate profits	The approval is being sought in compliance with the provisions of Schedule V as a matter of abundant caution in the event of inadequacy or absence of profits during any financial year of the tenure.
Steps taken or proposed to be taken for improvement	Continuous focus on operational efficiency, cost optimisation, product diversification, market expansion and strengthening of management systems.
Expected increase in productivity and profits	The Company expects improvement in operational efficiencies, business performance and profitability through continued leadership and management support from Mr. Paul Francis.

IV. Disclosures

Particulars	Details
Disclosures in Board's Report under Corporate Governance	Details of remuneration, service contract, notice period, severance fees and performance evaluation shall be disclosed in the Corporate Governance Report forming part of the Annual Report, as applicable.

Item 8 - Appointment of Mr. Mampilly Paul Giji (DIN: 01688499) as a Director

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 17th June, 2026, approved the appointment of Mr. Mampilly Paul Giji (DIN: 01688499) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Annual General Meeting, subject to the approval of the shareholders.

Mr. M.P. Jackson, Non-Executive Director and former Managing Director of the Company, shall retire from the Board upon the conclusion of this Annual General Meeting. In order to strengthen the Board and continue to benefit from the valuable experience and business acumen of the promoter family, the Board considered it appropriate to induct Mr. Mampilly Paul Giji on the Board of the Company.

Mr. Mampilly Paul Giji, aged 68 years, holds a Pre-Degree Course (PDC) qualification and is a distinguished industrialist and entrepreneur with more than four decades of experience in agri-inputs, manufacturing, organised retail, real estate, hospitality and financial services. He is the Managing Director of MCP Agro Technologies Private Limited and holds leadership positions in various business enterprises engaged in manufacturing, retail trade, convention and hospitality services, real estate development and financial services.

Mr. Giji has received several "Best Seller" Awards from reputed organisations including FACT (The Fertilisers and Chemicals Travancore Limited), SPIC, Green Star Fertilizers Limited, MCFL and leading insecticide companies in recognition of his contribution to the agricultural input sector. He is also actively involved in social and charitable initiatives and serves in various leadership positions in community and religious organisations.

The Board is of the opinion that Mr. Giji's extensive business experience, entrepreneurial background and leadership skills would be of considerable value to the Company and would strengthen the effectiveness of the Board.

The Company has received from Mr. Mampilly Paul Giji:

- Consent to act as a Director in Form DIR-2;
- Intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- Declaration and confirmations as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Mampilly Paul Giji for the office of Director.

In the opinion of the Board, Mr. Mampilly Paul Giji fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as a Director of the Company and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

This statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additional information in respect of Mr. Mampilly Paul Giji pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings forms part of the Annexure to this Notice.

Mr. Mampilly Paul Giji is the brother of Mr. M.P. Jackson, retiring Non-Executive Director and former Managing Director of the Company. Except for the above relationship and to the extent of his shareholding, if any, in the Company, Mr. Mampilly Paul Giji is interested in the resolution. Mr. M.P. Jackson may also be deemed to be interested in the resolution by virtue of the aforesaid relationship. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

Item 9 - Appointment of Mrs. Suja Davis (DIN 11213213) as a Director

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 17th June, 2026, approved the appointment of Mrs. Suja Davis (DIN: 11213213) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Annual General Meeting, subject to the approval of the shareholders.

Mrs. Suja Davis holds a Bachelor's Degree in Economics and has also completed certification courses in Home Science. She possesses practical business experience through her involvement in family-run business activities and has exposure to the real estate sector. She is associated with PJD Properties and Investments and has gained experience in business administration, investment-related matters and property management.

The Board is of the view that Mrs. Suja Davis's educational background, business exposure and experience in administration and property management would be of value to the Company and would further strengthen the diversity and effectiveness of the Board.

The Company has received from Mrs. Suja Davis:

- Consent to act as a Director in Form DIR-2;
- Intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- Declaration and confirmations as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mrs. Suja Davis for the office of Director.

In the opinion of the Board, Mrs. Suja Davis fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as a Director of the Company and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

This statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additional information in respect of Mrs. Suja Davis pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings forms part of the Annexure to this Notice.

Mrs. Suja Davis is the sister of Mrs. Seena Sabu, Non-Executive Director of the Company. Except for the aforesaid relationship and her interest in the resolution concerning her own appointment, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution. Mrs. Seena Sabu may be deemed to be interested in the resolution by virtue of the above relationship.

The Board of Directors considers that the appointment of Mrs. Suja Davis as a Non-Executive, Non-Independent Director would be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

Item No. 10 – Adoption of New Articles of Association of the Company

The existing Articles of Association ("AoA") of the Company are based on the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several provisions have undergone substantial changes.

Accordingly, it is considered expedient to adopt a new set of Articles of Association in line with the provisions of the Companies Act, 2013 and rules made thereunder, to ensure better governance, clarity, and alignment with current regulatory requirements.

The proposed new Articles of Association of the Company are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection at the venue of the Annual General Meeting. The proposed Articles of Association are also available on the Company's website under the Investor Information section at https://www.kselimited.com/investors/investinfo.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution for approval of the members as a Special Resolution.

Item 11 – Increase in Authorised Share Capital of the Company and Consequential Alteration of Capital Clauses of the Memorandum of Association and Articles of Association

The present Authorised Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores only) divided into 9,94,00,000 (Nine Crores Ninety-Four Lakhs) Equity Shares of Re.1 (Rupee One) each and 6,000 (Six Thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One Hundred) each.

With a view to providing adequate headroom for the future capital requirements of the Company, including the proposed issue of bonus shares, future fund raising plans, strategic initiatives and other corporate purposes, the Board of Directors, at its meeting held on 19th May, 2026, approved, subject to the approval of the Members, the increase in the Authorised Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crores only) to Rs.20,00,00,000 (Rupees Twenty Crores only) by creation of an additional 10,00,00,000 (Ten Crores) Equity Shares of Re.1 (Rupee One) each ranking pari passu in all respects with the existing Equity Shares of the Company.

Consequent upon the proposed increase in the Authorised Share Capital, Clause V of the Memorandum of Association and Article 3(1) of the existing Articles of Association of the Company are required to be altered to reflect the revised Authorised Share Capital.

The Company has also proposed the adoption of a new set of Articles of Association under Item No. 10 of this Notice. However, the existing Articles of Association continue to remain in force until the new Articles are approved and become effective. Accordingly, as a matter of abundant caution and to ensure that the existing constitutional documents of the Company are in conformity with the proposed increase in the Authorised Share Capital, the consequential amendment to Article 3(1) of the existing Articles of Association is also being placed before the Members for approval.

The proposed new Articles of Association do not contain a corresponding provision equivalent to the existing Article 3(1), and therefore no separate consequential amendment would be required after the new Articles come into effect.

The proposed increase in the Authorised Share Capital and the consequential alterations to Clause V of the Memorandum of Association and Article 3(1) of the existing Articles of Association require the approval of the Members pursuant to the provisions of Sections 13, 14, 61 and other applicable provisions, if any, of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No. 12 – Approval for Regularization of Historical Issued but Unsubscribed Share Capital

Prior to the listing of the Company's equity shares on BSE, the Company had undertaken a rights issue on 27th June, 1987. The rights issue remained unsubscribed to the extent of 282 Equity Shares of Rs.100 each. Consequently, while the issued share capital was increased pursuant to the rights issue, the subscribed share capital remained lower to that extent.

Subsequently, the face value of the equity shares of the Company was subdivided from Rs.100 each to Rs.10 each and thereafter from Rs.10 each to Re.1 each. Accordingly, the aforesaid 282 Equity Shares of Rs.100 each are presently represented by 28,200 Equity Shares of Re.1 each.

The aforesaid shares were never allotted to any person and continue to be reflected as historical issued but unsubscribed share capital. In order to align and regularize the capital structure of the Company with its actual subscribed share capital, the approval of the Members is sought for cancellation of the aforesaid historical issued but unsubscribed share capital in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors is of the opinion that the proposed resolution is in the best interests of the Company and recommends the Ordinary Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item 13 - 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. 13 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. 13 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 recommend the Ordinary Resolution as set out at Item No. 13 of the Notice for approval by the Members.

Item 14 - Approval of remuneration to Cost Auditor

The Board has approved the appointment of M/s. BBS & Associates, Thrissur, (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 thefinancial year ending 31st March, 2026 on a remuneration of Rs. 2,25,000 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. 14 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2026.

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

Item No. 12 – Approval for Transfer of Motor Car to M P Jackson

The Company owns a motor car, namely Toyota Innova Hycross, bearing Registration No. KL 45 Y 5225, which has been used for the official purposes of the Company and was allotted to Mr. M.P. Jackson (DIN: 01889504) during his tenure as the Managing Director.

Mr. M.P. Jackson served as the Managing Director of the Company up to 31st March, 2026 and ceased to hold such office with effect from 1st April, 2026. He continues to serve on the Board of Directors of the Company as a Non-Executive Director.

In recognition of his long, dedicated and distinguished services rendered to the Company and his significant contribution to its growth, operational excellence and overall development during his tenure as Managing Director, the Nomination and Remuneration Committee recommended, and the Audit Committee and the Board of Directors, at their respective meetings held on 17th June, 2026, approved, subject to the approval of the Members and such other approvals as may be required under applicable law, the transfer of the aforesaid motor car to Mr. M.P. Jackson, without any monetary consideration, as a one-time retirement benefit.

The particulars of the motor car proposed to be transferred are as follows:

Particulars	Details
Make & Model	Toyota Innova Hycross
Registration Number	KL 45 Y 5225
Carrying Amount (Book Value)	Rs.25,03,778

The proposed transaction constitutes a Related Party Transaction under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has been reviewed and approved by the Audit Committee in accordance with Regulation 23 of the SEBI LODR Regulations and the Company's Related Party Transactions Policy. The Audit Committee, after considering the business rationale, valuation of the motor car and the applicable legal and regulatory requirements, recommended the transaction to the Board of Directors.

The proposed transfer also involves the transfer of a non-cash asset to a Director and is proposed in compliance with the applicable provisions of the Companies Act, 2013, including Sections 188, 192 and 197, to the extent applicable. The transaction is not in the ordinary course of business and is not on an arm's length basis, as the motor car is proposed to be transferred without monetary consideration as a one-time retirement benefit. Accordingly, the approval of the Members is being sought.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee and the Audit Committee, is of the opinion that the proposed transfer is fair, reasonable and in the best interests of the Company. While arriving at the aforesaid conclusion, the Board has taken into consideration, inter alia, the long and distinguished services rendered by Mr. M.P. Jackson, his significant contribution to the growth and development of the Company during his tenure as the Managing Director, the one-time nature of the retirement benefit proposed to be extended to him, and the fair value of the motor car as determined by an Independent Registered Valuer. The Board is satisfied that the proposed transfer is justified from a commercial and governance perspective and is not prejudicial to the interests of the Company or its shareholders.

Additional Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

Particulars	Details
Name of the Related Party	Mr. M.P. Jackson
Name of the Director/KMP interested	Mr. M.P. Jackson
Nature of Relationship	Non-Executive Director and former Managing Director of the Company
Nature of the Transaction	Transfer of Company-owned motor car as a one-time retirement benefit
Material Terms	Transfer of Toyota Innova Hycross bearing Registration No. KL 45 Y 5225 without monetary consideration
Carrying Amount	Rs.25,03,778
Any Advance Paid	Nil
Manner of Determination of Value	Written down value as per Companies Act
Other Relevant Information	The transaction has been recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors. Mr. M.P. Jackson, being interested in the transaction, did not participate in the deliberations or vote on the relevant agenda item(s) at the meetings of the Committees and the Board.

The valuation report of the Independent Registered Valuer and the other relevant documents relating to the proposed transaction shall be available for inspection by the Members during normal business hours on all working days at the Registered Office of the Company up to the date of the Annual General Meeting and shall also be made available electronically upon request by any Member.

Mr. M.P. Jackson is interested in the proposed resolution to the extent of the retirement benefit proposed to be conferred upon him. Save and except Mr. M.P. Jackson and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee and the Audit Committee and being satisfied that the proposed transaction is fair, reasonable and in the best interests of the Company and its shareholders, recommends the Ordinary Resolution set out at Item No. 12 of the accompanying Notice for approval by the Members.

Item No. 16 – Payment of Remuneration to Non-Executive Directors

The Non-Executive Directors of the Company devote considerable time and attention to the affairs of the Company and provide valuable guidance in relation to corporate governance, strategic direction, risk management, business operations and regulatory compliance. They also serve on various Committees of the Board and contribute significantly to the deliberations and decision-making processes of the Company.

Pursuant to the provisions of Sections 149, 197 and 198 of the Companies Act, 2013, Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the Company may, with the approval of the Members, pay remuneration by way of commission to its Non-Executive Directors, (including independent Directors) within the limits prescribed under the Act.

Considering the increasing responsibilities of the Non-Executive Directors in overseeing the affairs of the Company and their continued contribution towards the effective functioning of the Board and its Committees, the Nomination and Remuneration Committee has recommended, and the Board of Directors, at its meeting held on 17th June, 2026, approved, subject to the approval of the Members, the payment of remuneration by way of commission to the Non-Executive Directors of the Company (including Independent Directors), who are not in the whole-time employment of the Company, in the aggregate not exceeding one per cent (1%) of the net profits of the Company for each financial year, computed in accordance with the provisions of Section 198 of the Act and within the overall limits prescribed under Section 197 of the Act.

The Board has further approved that such commission shall ordinarily be distributed equally among all eligible Non-Executive Directors. However, based on the recommendation of the Nomination and Remuneration Committee, the Board may determine a different distribution having regard to the roles and responsibilities of the Directors, membership and chairmanship of Board Committees, attendance at meetings and their overall contribution to the affairs of the Company.

The proposed approval would provide the Company with the flexibility to appropriately recognise and remunerate the services rendered by its Non-Executive Directors and is intended to remain in force for each financial year commencing from the financial year 2025-26 and for the subsequent financial years, unless modified or rescinded by the Members in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Articles of Association of the Company.

All the Non-Executive Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of the commission that may become payable to them. Save and except the Non-Executive Directors of the Company and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 16 of the Notice for approval of the Members.

Irinjalakuda 17th June, 2026
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: 229)

By Order of the Board
For **KSE** Limited
Sd/-
Srividya Damodaran
Company Secretary

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

Resolution No.	Item 3	Item 4	Item 6
Name of Directors	Dr. Pyarelal K.C. (DIN: 00923913)	Ms. Danesa Raghulal (DIN: 07975553)	Mr. Dony Akkarakaran George (DIN: 09211623)
Designation	Non-Executive Non-Independent Director	Non-Executive Non- Independent Director	Managing Director
Date of Birth	16/04/1966 (Age: 60)	08/08/1994 (Age: 32)	30/04/1964 (Age: 62)
Date of Appointment	31/08/2018	31/08/2018	29/09/2021
Qualification	M.D. (Radio-Diagnosis)	B.sc (Entrepreneurship and Strategic Management) and OPM graduate	B.Sc. (Physics), LLB Master of Marketing Management

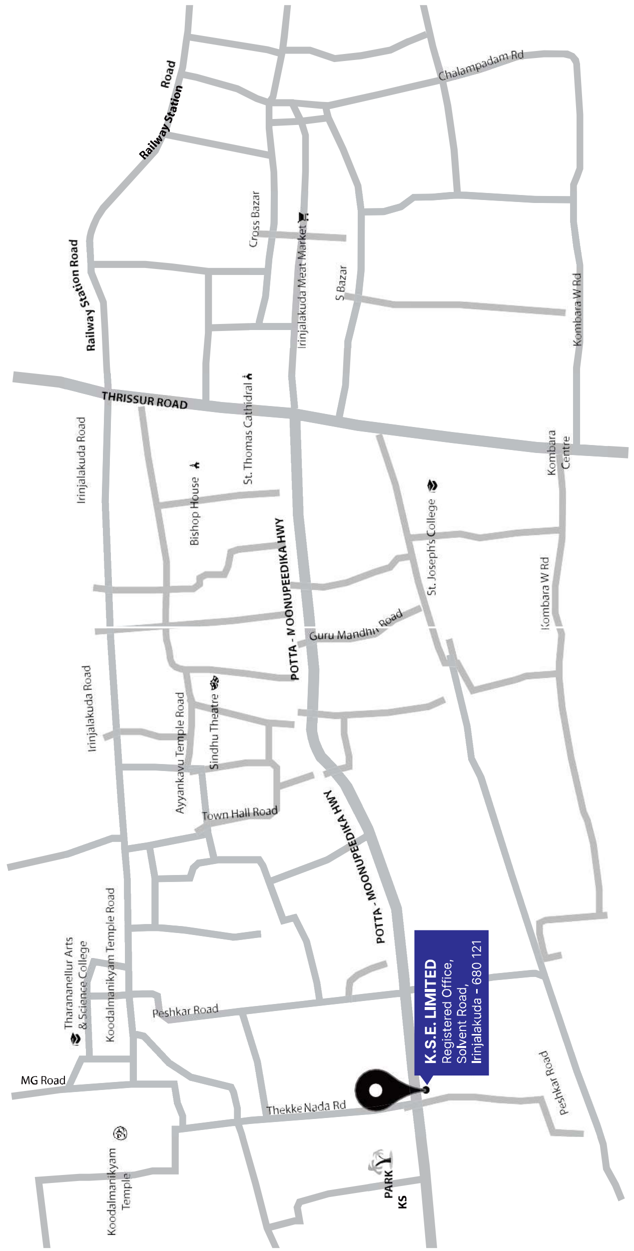
Brief Profile and Experience	He is son of Late K. S. Chathunny who was a leading businessman of Thrissur and was also a Director of KSE Limited for many years until his demise in 1990. He has taken his M.D. (Radio- Diagnosis) from Kasturba Medical College, Manipal and is currently the Head of Department of Radiology at Elite Mission Hospital, in which he is also a Partner. He had active roles in organizing many conferences and symposiums during his professional career in Radio-diagnosis. He had held the positions of President and Secretary in the Kerala branch of Indian Radiological and Imaging Association. Being a sports enthusiast he was the President of Kinattingal Trichur Tennis Trust.	Ms. Danesa Raghulal is the Executive Director of Elite Foods & Innovations Group and has extensive experience in business strategy, organizational development, innovation, and operations management. She plays a key role in driving the growth and transformation of the Group's businesses, including Elite Foods, one of South India's leading food processing enterprises. She holds a Bachelor of Science in Entrepreneurship and Strategic Management from Babson College, USA, and is an OPM graduate and member of the Harvard Business School alumni community. Prior to joining the family business, she gained professional experience in data analytics and operational consulting. Ms. Raghulal is an active member of the Confederation of Indian Industry (CII) and a Charter Member of TiE. She also actively supports initiatives in education, entrepreneurship, and community development.	Mr. Dony Akkarakaran George has over 30 years of diverse leadership experience in the agri-business, commodities, and FMCG sectors. He holds a Bachelor's degree in Physics from the University of Calicut and a Bachelor's degree in Law from the University of Kerala with specialization in Labour Laws. He possesses extensive expertise in corporate governance, strategic planning, business transformation, operational excellence, procurement, sales, business development, and international commodity trade. Prior to his appointment as Managing Director, he served as Whole-time Director of KSE Limited, where he played a key role in driving business transformation, improving operational efficiencies, reversing the sales decline in the Feed and Dairy Division, achieving record production and sales performance, and implementing strategic growth initiatives. Earlier, he held senior leadership positions with reputed multinational and Indian organizations, including Beroe Inc. (USA), MARDEC Berhad (Malaysia), KeraFed, and Parle Agro (Franchise), managing profit centres, procurement, sales, and business development across domestic and international markets.
Directorships held in other Public Limited companies	Nil		Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil		Nil

Number of shares held in the Companyas on 31.03.2026	223870	50920	118522
Expertise in specific functional areas	Radiology and Healthcare Management; Corporate Governance; Strategic Management; Business Administration	Business Strategy; Entrepreneurship; Corporate Planning; Organizational Development; Innovation; Operations Management	Agri-business; FMCG; Corporate Governance; Strategic Planning; Procurement; Sales & Marketing; Business Development; International Commodity Trade; Operations Management
Terms and conditions of appointment / re-appointment	Liable to retire by rotation and being eligible, offers himself for re-appointment. Re-appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation, subject to approval of the Members.	Liable to retire by rotation and being eligible, offers herself for re-appointment. Re-appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation, subject to approval of the Members.	Appointed as Managing Director for a period of three years with effect from 1 June 2026, on the terms and conditions including remuneration approved by the Board and Nomination & Remuneration Committee, subject to approval of the Members. Not liable to retire by rotation during the tenure of his office as Managing Director.
Listed entities from which he/she has resigned as Director in the past three years	Nil	Nil	Nil
Details of remuneration sought to be paid	Sitting fees and commission, if any, as approved by the Members within the limits prescribed under the Companies Act, 2013.	Sitting fees and commission, if any, as approved by the Members within the limits prescribed under the Companies Act, 2013.	Remuneration as approved by the Board based on the recommendation of the Nomination & Remuneration Committee, comprising salary, perquisites, allowances, performance-linked incentive and other benefits as set out in the Explanatory Statement to Item No. 6.
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2025-26	6 out of 7 Board Meetings	5 out of 7 Board Meetings	7 out of 7 Board Meetings

Resolution No.	Item 7	**Item 8**	Item 9
Name of Directors	Mr. Paul Francis (DIN: 00382797)	Mr. Mampilly Paul Giji (DIN: 01688499)	Mrs. Suja Davis
Designation	Executive Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Date of Birth	30/01/1968 (Age: 58)	03/04/1958 (Age: 68)	14/09/1972 (Age: 54)
Date of Appointment	14/11/2017	29/08/2026	29/08/2026
Qualification	HSE	PDC	B.A.
Experience	Mr. Paul Francis is son of Late K.L. Francis, who was previous Managing Director of KSE Limited. After completing his higher secondary education, he was involved in the family businesses and is now taking the leading role in the KLF Group of concerns. He was the Managing Director of KLF Nirmal Industries Private Limited, a successful Company having bagged many Export Awards with an annual turnover of around Rs. 200 Crores, which is mainly engaged in expelling of oil from Copra Cake and marketing of coconut oil in India and abroad. Mr. Paul Francis also has secured the "Best Young Entrepreneur of the year Award" from Chamber of Commerce, Thrissur and the "Karshaka Mithram Award" from Rashtra Deepika Ltd.	Mr. Mampilly Paul Giji, aged 68 years, is a seasoned entrepreneur and industrialist with over four decades of experience in agri-business, manufacturing, distribution, organised retail, real estate and financial services. He is the Managing Director of MCP Agro Technologies Private Limited and has been associated with the management of several business enterprises engaged in agriculture-related inputs, manufacturing, retail, hospitality and financial services. He possesses extensive experience in business management, marketing, distribution and strategic planning. His long-standing association with the agricultural input industry and the business community in Kerala provides him with valuable commercial insight and leadership experience that would be beneficial to the Company. The Board is of the opinion that his experience, business acumen and knowledge of the industry would contribute significantly to the deliberations and functioning of the Board.	Mrs. Suja Davis holds a Bachelor's Degree in Economics and has practical experience in business administration, investments and property management through her association with family-owned business ventures and real estate activities. She is associated with PJD Properties and Investments and has gained exposure to commercial decision-making, administration and investment management. The Board believes that her business experience and understanding of commercial and investment-related matters would add value to the Board's deliberations and contribute to the Company's governance and long-term growth.
Directorships held in other Public Limited companies	Nil	Punchiri Nidhi Limited MCP Nidhi Limited	Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil	**Nil**	Nil
Number of shares held in the Company as on 31.03.2026	269010	**65000**	112910
Expertise in specific functional areas	Agri-business; Edible Oil Industry; Business Management; Strategic Planning; Manufacturing; Export Business; Corporate Leadership	Agri-business; Manufacturing; Distribution; Organised Retail; Financial Services; Business Strategy; Marketing; Corporate Management	Business Administration; Investments; Property Management; Corporate Governance; Commercial Decision-making
Terms and conditions of appointment / re-appointment	Re-appointed as Executive Director for a period of three years with effect from 1 October 2026, liable to retire by rotation, on the terms and conditions including remuneration approved by the Board based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members.	Appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation, subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.	Appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation, subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
Listed entities from which he/she has resigned as Director in the past three years	Nil	Nil	Nil

Details of remuneration sought to be paid	Remuneration comprising salary, perquisites, allowances, performance-linked incentive and other benefits as detailed in the Explanatory Statement to Item No. 7.	Sitting fees and commission, if any, payable to Non-Executive Directors within the limits approved by the Members and in accordance with the Companies Act, 2013.	Sitting fees and commission, if any, payable to Non-Executive Directors within the limits approved by the Members and in accordance with the Companies Act, 2013.
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company. Brother of Mr. M.P. Jackson, Non-Executive Director and former Managing Director of the Company, who proposed his appointment, shall retire from the Board upon the conclusion of this Annual General Meeting.	Sister of Mrs. Seena Sabu, Non-Executive Director of the Company. Not related to any other Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2025-26	7 out of 7 Board Meetings	Not Applicable (proposed to be appointed at this AGM)	Not Applicable (proposed to be appointed at this AGM)

LOCATION MAP OF THE VENUE FOR 62nd ANNUAL GENERAL MEETING OF KSE LIMITED ON 29th August, 2026



Landmark: Near KS Park

Distance from bus stand: 1.50 km
Irinjalakuda Municipal