

12.08.2024

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 03rd September 2024 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 27th August, 2024.

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
Company Secretary

Notice Of The 60th Annual General Meeting

Notice is hereby given that the 60th Annual General Meeting (AGM) of the members of KSE Limited, Irinjalakuda will be held at the Registered Office of the Company, Irinjalakuda - 680121 on Tuesday, 3rd September 2024 at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Accounts for the year ended 31st March, 2024

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

“RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2024 including the balance sheet as at 31st March, 2024 and the statement of profit and loss for the year ended 31st March, 2024 together with the reports of the board of directors and the auditors of the Company thereon, as presented to the meeting, be and are hereby received, approved and adopted.”

2. Declaration of dividend on equity shares at the rate of Rs. 30 per equity share

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

“RESOLVED THAT dividend of Rs. 30 per equity share on 32,00,000 equity shares of Rs.10 each be and is hereby declared out of the profits of the Company for the year ended 31st March, 2024, absorbing an aggregate amount of Rs. 9.60 crores and that the final dividend of Rs.30 per equity share of Rs.10 each as recommended by the Board of Directors of the Company at

their meeting held on 17th May, 2024 be paid to those shareholders, whose names appear in the Company's register of members as on 3rd September 2024 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 27th August, 2024 as per the details furnished by the depositories for this purpose.”

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

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

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

4. Mrs. Simi Davis (DIN : 09752318), 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, Mrs. Simi Davis (DIN : 09752318), 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

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

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded for reappointment of Mr. P.D. Anto (DIN : 00106965), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Non-executive director of the Company, who would attain the age of 75 years on May 05, 2025."

6. Approval for acceptance of Deposits from Public/Members

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

"RESOLVED THAT pursuant to the provisions of Sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Acceptance of Deposits) Rules, 2014 (the "Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of

the Members of the Company be accorded to the Company to invite/accept/renew from time to time unsecured/secured deposits from the public and/or Members of the Company up to the permissible limits as prescribed under the Rules.

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

7. Approval of remuneration to Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. BBS & Associates, Ernakulam, (ICAI Firm Registration No. 101421) appointed by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2025 be paid the remuneration of Rs. 2,25,000 plus GST and out

of pocket expenses.

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

8. Appointment of Mr. Shaji Puthenpurayil Jacob (DIN 10647012) 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. Shaji Puthenpurayil Jacob (DIN 10647012), 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. Shaji Puthenpurayil Jacob for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Registered Office

Solvent Road, Irinjalakuda –
680121 Thrissur – KERALA.
CIN: L15331KL1963PLC002028
www.kselimited.com
investor.relations@kselimited.com
+91 480 2825476,
2825576 (Extn: 234)

Place: Irinjalakuda
Date: 27th June, 2024

9. Appointment of Mr. K. Hari Kumar (DIN: 00388466) as Independent Director

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

“RESOLVED that pursuant to Section 149 read with Schedule-IV, Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. Hari Kumar (DIN: 00388466), 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 Mr. K. Hari Kumar (DIN: 00388466), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, and to hold office for a period of five consecutive years from 25th September, 2024 to 24th September, 2029.”

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

Sd/-
Srividya Damodaran
Company Secretary

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Businesses set out above 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 holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and 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 the meeting. 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 the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxy Form is annexed to this 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 behalf at 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 2023-2024 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 2023-2024 will also be available on the Company's website www.kselimited.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of Central Depository Services Limited (CDSL) www.evotingindia.com
5. Relevant documents referred to in the accompanying notice and the explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during business hours on all working days up to the date of Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 28th August, 2024 to 3rd September, 2024 (both days inclusive).
7. The final dividend, if declared at the Annual General Meeting, would be paid/despached, subject to deduction of tax at source, after 3rd September 2024 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 27th August 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and

- (b) whose names appear as Members in the Register of Members of the Company as on 3rd September 2024, in respect of shares held in physical mode.
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, the shareholders are requested to refer to the Income tax Act, 1961 and amendments thereof. The shareholders are requested to update their Residential Status, Category and PAN with M/s. Link Intime India Private Limited, Registrars and Share Transfer Agents of the Company (in case of physical shares) and depositories (in case of demated shares). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to coimbatore@linkintime.co.in / investor.relations@kselimited.com by 27th August 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email by 27th August 2024 to coimbatore@linkintime.co.in / investor.relations@kselimited.com.
 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 2017 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, 2023 relating to the financial years from 2015-2016, 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. Link 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. Link 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@linkintime.co.in.
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. Link 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 INE953E01014. Any member desirous of dematerialising his holding may do so through any of the Depository Participants.
17. Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment / re-appointment at the AGM are furnished and forms part of the notice.
18. 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 authorized e- Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
 - (ii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kselimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
 - (iii) The remote e-voting period begins on 31st August, 2024 at 9.00 a.m. and ends on 2nd September, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

(record date) of 27th August, 2024 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting after 5.00 p.m. on 2nd September, 2024.

(iv) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09-12-2020, on the e-Voting facility

provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 and New System Myeasi 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 the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. 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 cdsi website www.cdslindia.com and click on login and New System 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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 10 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.

(vi) Login method for Physical shareholders and shareholders other than individual holding in Demat form.

- 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 are requested 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.

l) 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 10 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 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, 11 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.

19. 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 in physical form at AGM.
- b) The remote e-voting period begins on 31st August, 2024 at 9.00 a.m. and ends on 2nd September, 2024 at 5.00 p.m. During this period shareholders of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 2nd September, 2024.

- 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) The Members who had not cast their vote by remote e-Voting and attending the AGM, shall be entitled to cast their vote by Ballot.
- f) If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- g) The Company has made necessary arrangements with Central Depository Services Limited (CDSL) to facilitate the remote electronic voting in respect of the businesses set out in the notice convening the 60th Annual General Meeting of the Company.
- h) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@kselimited.com
- l) 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.
- j) Any member of the Company who has become a member of the Company after the despatch of Notice but before the cut-off date may obtain their User ID and Password for Remote E-voting from the Registrars and Share Transfer Agents of the Company.
- k) The Board of Directors has appointed CS Yogindunath S. (Membership No. FCS 7865 and Certificate of Practice No. 9137) email id. - yogi@directus.co.in or failing him, CS Vijay Sreenikethan (Membership No. FCS 7873 and Certificate of Practice No. 8268) email id. - vijay@directus.co.in, Partners of M/s. BVR & Associates Company Secretaries LLP, Practicing Company Secretaries, (Firm Registration No. AAE-7079) having corporate office at "Kousthubham", Door No. 33/1797, Manakkodam Lane, Perandur, Elamakkara P O, Kochi - 682026, as the Scrutinizer to scrutinize the remote e-Voting process as well as voting by ballot during the AGM in a fair and transparent manner.
- l) The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- m) The result declared along with the Scrutinizer's Report shall be placed on the 10 Company's website www.kselimited.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the securities of the Company are listed.
- n) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, that is, September 3, 2024.
- o) Introduction of "Swayam" - 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India

Pvt Ltd.”, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at swayam.linkintime.co.in

- 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 5

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

Mr. P D Anto (DIN : 00106965) is holding the position as Non-Executive, Director of the Company with effect from 29.03.1989.

Further, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 states that "No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect".

Since, Mr. P D Anto (DIN : 00106965), Non-Executive, Director of the Company and who attains the age of 75 years with effect from May 05, 2025, a special resolution is required to be passed seeking the approval of the shareholders for continuation of his directorship as Non-Executive, Director in the Company.

Mr. P D Anto is also acting as a member of the Stakeholders' Relationship Committee of the Company with effect from 28.09.2002 and as Chairman of the said Committee from 22.09.2015. He hails from a respectable business family in Irinjalakuda, engaged mainly in oil milling. He has immense experience in oil milling and has played a vital role in the development of the business. Mr. P D Anto has rich knowledge and varied experience in the industry and has been involved in the operations of the Company since 1989. Taking in to consideration past performance of Mr. P D Anto, the Board is of the opinion that it would be in the interest of the Company to continue to avail of his expertise, rich knowledge, valued opinions and suggestions, as the Non-Executive Director of the Company.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015. Further information about Mr. P D Anto (DIN : 00106965), in accordance with the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

Mr. P D Anto (DIN : 00106965) is interested in the resolution set out in Item No. 5 of the Notice with regard to his appointment. His relatives may also be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. None of the Directors and Key Managerial Personnel and their relatives of the Company is concerned or interested, financial or otherwise, in the resolution.

The Board of Directors recommends the proposed resolution for approving the re-appointment of Mr. P D Anto (DIN : 00106965) as a Director of the Company, liable to retire by rotation, and put forward for the approval of the shareholders of the Company to be passed as a Special Resolution.

Item 6

Approval for acceptance of Deposits from Public/Members

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

the limits specified under clause (c) of sub-section (1) of Section 180, the Company may accept deposits by means of an ordinary resolution, as provided in the Rules.

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

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

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

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

Item 7 **Approval of remuneration to Cost Auditor**

The Board has approved the appointment of M/s. BBS & Associates, Ernakulam, (ICAI Firm Registration No. 101421), a firm of Cost Accountant in Practice, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2025.

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

Item 8 **Appointment of Mr. Shaji Puthenpurayil Jacob (DIN : 10647012) as a Director**

The Board of Directors of the Company had appointed Mr. Shaji Puthenpurayil Jacob (DIN 10647012) as a Director of the Company, liable to retire by rotation, with effect from 3rd September 2024 pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there-under, as per the decision of the Board on the recommendation of the Nomination and Remuneration Committee in their respective meetings held on 27th June 2024. In terms of Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of shareholders is being sought for the appointment of Mr. Shaji Puthenpurayil Jacob (DIN 10647012) as a Director of the Company, liable to retire by rotation.

Mr. Shaji Puthenpurayil Jacob (DIN 10647012), aged 60, is superannuated from the Indian

Revenue Service on 31st May 2024. He has worked in various capacities in Kerala (Ernakulam and Quilon), Bangalore, Chennai, Panaji and Trichy and retired as the Principal Chief Commissioner of Income Tax. He has worked for more than 13 years as Department Representative in Income Tax Appellate Tribunal benches at Chennai, Bangalore and Kochi. He was a regular visiting faculty in National Academy of Direct Taxes, Nagpur and its regional centres as well as in IA&AS Academy at Shimla, Indian Police Academy, Hyderabad and various National Law Schools. Mr. Shaji Puthenpurayil Jacob has published various books such as “Case Laws in favour of Department” published by CBDT in 2009, “Common mistakes detected in Audit” in 2015 and Contributor of many such books. He was a member of the National Review Committee set up by CBDT.

In accordance with the provisions of Section 160 of the Act, the Company had received a notice in writing from a member signifying his intention to propose the candidature of Mr. Shaji Puthenpurayil Jacob (DIN 10647012) to the office of director of the Company upon which the Board has acted and appointed him as a Director effective from 3rd September, 2024.

In the opinion of the Board, Mr. Shaji Puthenpurayil Jacob (DIN 10647012) fulfils the conditions for his appointment as a director as specified in the Companies Act, 2013.

This statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further information about Mr. Shaji Puthenpurayil Jacob (DIN 10647012), in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

Mr. Shaji Puthenpurayil Jacob (DIN 10647012) is interested in the resolution set out in Item No. 8 of the Notice with regard to his appointment. His

relatives may also be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors and Key Managerial Personnel and their relatives of the Company is concerned or interested, financial or otherwise, in the resolution.

The Board of Directors recommends the proposed resolution for approving the appointment of Mr. Shaji Puthenpurayil Jacob (DIN 10647012) as a Director of the Company, liable to retire by rotation, with effect from 3rd September, 2024 as per the decision of the Board of Directors of the Company in their meeting held on 27th June 2024 and put forward for the approval of the shareholders of the Company to be passed as an Ordinary Resolution.

Item 9

Appointment of Mr. K. Hari Kumar (DIN: 00388466) as Independent Director

The period of appointment of Mr. Verghese CV (DIN:00779894) as Independent Director of the Company expires on 24th September, 2024. He has informed the Board that he does not wish to continue on the Board as an Independent Director for a second term. The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose candidature for appointment as an Independent Director of the Company. Mr. K. Hari Kumar (DIN: 00388466), aged 67 is a qualified MBA holder in Marketing and International Trade. He is a senior business leader, with a successful track record of corporate turnaround having more than 20 years' experience in the Board level. He has more than 42 years' experience in the Indian Chemical Industry and has deep insight into Organic, Inorganic chemicals, Petrochemicals, Pharmaceuticals, Speciality Chemicals and Agrochemicals industry in India. He was the Managing Director of Travancore-Cochin Chemicals Ltd. (TCC) since 2016 with additional charge as the Managing Director of Malabar

Cements Ltd., a premier Grey Cement manufacturer since 2022. Successfully turned around TCC which was referred to SICA in 2015 and HIL India Ltd. in 2006. TCC recorded highest ever production, turnover and profit during his tenure. He has steered the successful turnaround, diversification and growth of Hindustan Insecticides Ltd (HIL), a Central Public Sector Undertaking, New Delhi operating in B2B and B2C segment, as the Chairman & Managing Director for more than 10 years. The Company got delisted from BIFR and won accolades and recognition. He also held the position of Director (Marketing) in HIL during 2003-2005.

He is the recipient of award from the Honourable Prime Minister of India for Excellence and Outstanding Contribution to the Public Sector Management in Individual Capacity in 2012, recipient of Best Managing Director award by Government of Kerala 2023, recipient of Turnaround Award from BRPSE (Bureau for Reconstruction of Public Sector Enterprises) and TCC adjudged as the best PSU by the Government of Kerala under his leadership”.

In the opinion of the Board, Mr. K. Hari Kumar (DIN: 00388466) fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The Nomination and Remuneration Committee of the Board of Directors has recommended appointment of Mr. K. Hari Kumar (DIN: 00388466) as an Independent Director for a period of five consecutive years on the Board of the Company. The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the appointment of Mr. K. Hari Kumar (DIN: 00388466) as an

Independent Director would be beneficial to the Company and it is desirable to avail his services as an Independent Director. Accordingly, it is proposed to appoint Mr. K. Hari Kumar (DIN: 00388466) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years, on the Board of the Company.

Mr. K. Hari Kumar (DIN: 00388466) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Copy of the draft letter for appointment of Mr. K. Hari Kumar (DIN: 00388466) as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Company has also received declaration from Mr. K. Hari Kumar (DIN: 00388466) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. K. Hari Kumar (DIN: 00388466) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. K. Hari Kumar (DIN: 00388466) is independent of the management.

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

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further information about Mr. K. Hari Kumar (DIN: 00388466), in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

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

The Board of Directors recommends the resolution in relation to the appointment of Mr. K. Hari Kumar (DIN: 00388466), as Independent Director of the Company for a period of five consecutive years from 25th September, 2024 to 24th September, 2029, and put forward for the approval of the shareholders of the Company to be passed as a Special Resolution.

Registered Office

Solvent Road, Irinjalakuda –
680121 Thrissur – KERALA.
CIN: L15331KL1963PLC002028
www.kselimited.com
investor.relations@kselimited.com
+91 480 2825476,
2825576 (Extn: 234)

Place: Irinjalakuda
Date: 27th June, 2024

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

Sd/-
Srividya Damodaran
Company Secretary

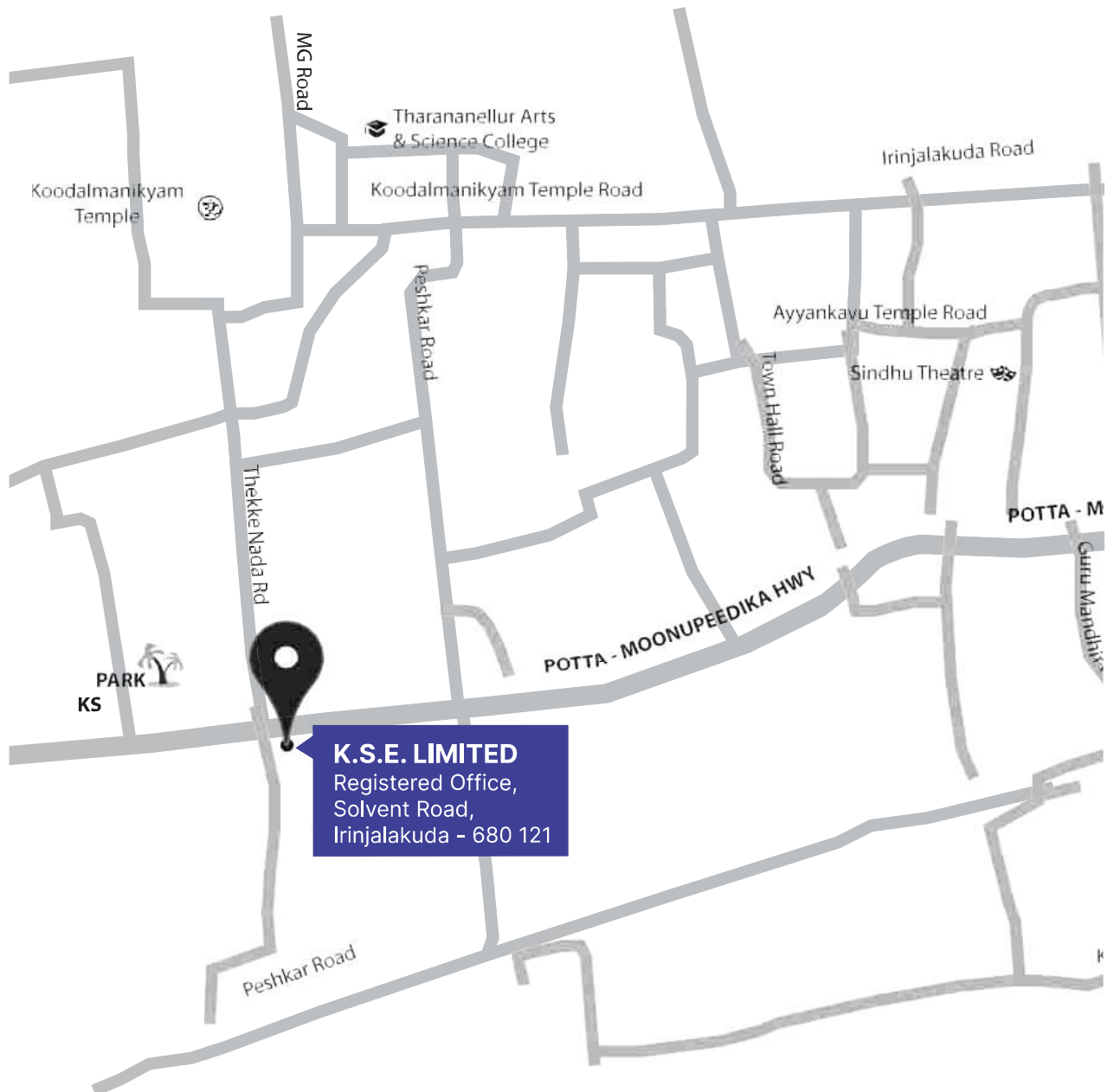
Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

Resolution No.	Item 3
Name of Director	Mrs. Marykutty Varghese (DIN: 07307987)
Date of Birth	10/11/1953
Date of Appointment	01/10/2015
Qualification	PDC
Experience	She is married to a respectable business family of Irinjalakuda engaged primarily in oil mill industry. She has been appointed as a Director of the Board from 01.10.2015 and nominated to the Stakeholder's Relationship Committee of the Company by the Board with effect from that date.
Directorships held in other Public Limited companies	Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil
Number of shares held in the Company as on 31.03.2024	8143
Resolution No.	Item 5
Name of Director	Mr. P.D. Anto (DIN: 00106965)
Date of Birth	05/05/1950
Date of Appointment	29/03/1989
Qualification	SSLC
Experience	Hails from a respectable business family of Irinjalakuda, engaged mainly in oil milling. He has immense experience in oil milling. He joined as a Director of the Company effective from 29.03.1989. He is also acting as a member of the Stakeholders' Relationship Committee of the Company with effect from 28.09.2002 and as Chairman of the said Committee from 22.09.2015.
Directorships held in other Public Limited companies	Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil
Number of shares held in the Company as on 31.03.2024	11050

Resolution No.	Item 8
Name of Director	Mr. Shaji Puthenpurayil Jacob (DIN 10647012)
Date of Birth	31/05/1964
Date of Appointment	Proposal for his appointment as director is placed before the members in the AGM
Qualification	M.Sc. Agriculture
Experience	Joined Indian Revenue Service 1988 batch on 09.01.1989. Worked in various capacities at Kerala (Ernakulam and Quilon), Bangalore, Chennai, Panaji and Trichy and retired as Principal Chief Commissioner of Income Tax. Worked for more than 13 years as Department Representative in Income Tax Appellate Tribunal benches at Chennai, Bangalore and Kochi
Directorships held in other Public Limited companies	Nil
Memberships / Chairmanships of committees of other Public Limited companies	Nil
Number of shares held in the Company as on 31.03.2024	0

Resolution No.	Item 9
Name of Director	Mr. K. Hari Kumar (DIN: 00388466)
Date of Birth	25/05/1957
Date of Appointment	Proposal for his appointment as Independent director is placed before the members in the AGM w.e.f. 25.09.2024
Qualification	MBA (Marketing, International Trade) B.Sc. Chemistry
Experience	He was the Managing Director of Travancore-Cochin Chemicals Ltd. (TCC) since 2016 with additional charge as the Managing Director of Malabar Cements Ltd., a premier Grey Cement manufacturer since 2022. He was the Chairman and Managing Director of large enterprises, such as the Kerala State Drugs and Pharmaceuticals Ltd. (KSDPL), Kerala, Hindustan Insecticides Ltd, (HIL) New Delhi, and Indian Drugs and Pharmaceuticals Limited (IDPL), Gurgaon.
Directorships held in other Public Limited companies	Cochin Chamber Of Commerce and Industry
Memberships / Chairmanships of committees of other Public Limited companies	
Number of shares held in the Company as on 31.03.2024	0

LOCATION MAP OF THE VENUE FOR 60th ANNUAL GENERAL MEETING OF KSE LIMITED ON 3RD SEPTEMBER, 2024



Distance from bus stand: 1.50 km
Irinjalakuda Municipal



Landmark: Near KS Park