

*KIL/SH/SS/Postal Ballot/2016*

*3<sup>rd</sup> February, 2016*

The Secretary  
BSE Limited,  
(Listing Department), 25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

Dear Sir,

Please find enclosed herewith voting result of the Postal Ballot pursuant to Notice dated 19<sup>th</sup> December, 2015, which was declared today. The Scrutiniser's Report dated 3<sup>rd</sup> February, 2016 is also enclosed hereto.

You are requested to put it on your Notice Board and Website for information of public at large.

Thanking you,

Yours faithfully,  
For **KESORAM INDUSTRIES LIMITED**

Company Secretary

Encl: as above



## Voting Results of the Postal Ballot Notice dated 19th December, 2015

Date of the Postal Ballot Notice	19.12.2015
Total number of shareholders on record date	87340 (18.12.2015)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Nil
Public:	Nil
No. of shareholders attended the meeting through /video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

### Agenda-wise disclosure (to be disclosed separately for each agenda item)

**Agenda No. 1: Approval under Section 42, 62 (1)(c) and other provision of Companies Act, 2013 and other laws & regulations to raise capital, either in India or in the course of international offerings in one or more foreign markets, of an amount not exceeding Rs. 650 crores, in one or more tranches by way of QIP of equity shares and / or any other financial instruments or securities convertible into Equity, FPO, ADR/GDR/ FCCB through public or private offerings or any combination thereof by issue of prospectus and/or placement document / permissible / requisite offer document etc..**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50495689	50495689	100.00	50495689	0	100.00	0.00
	Poll	9300	9300	0.00	9300	0	100.00	0.00
	Total	50504989	50504989	100.00	50504989	0	100.00	0.00
Public-Institutions	E-Voting	10745901	2280430	21.22	0	2280430	0.00	100.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	10745901	2280430	21.22	0	2280430	0.00	100.00
Public- Non Institutons	E-Voting	48071434	4885792	10.16	4883563	2229	99.95	0.05
	Poll	446326	446326	100.00	440234	6092	98.64	1.36
	Total	48517760	5332118	10.99	5323797	8321	99.84	0.16
<b>Total</b>		<b>109768650</b>	<b>58117537</b>	<b>52.95</b>	<b>55828786</b>	<b>2288751</b>	<b>96.06</b>	<b>3.94</b>

**Agenda No. 2: Approval under Section 180(1)(a) of the Companies Act, 2013 to dispose off and transfer Spun Pipes and Heavy Chemical undertakings of the Company to Camden Industries Limited at such consideration not less than Rs. 150 crores for both the undertakings.**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50495689	50495689	100.00	50495689	0	100.00	0.00
	Poll	9300	9300	0.00	9300	0	0.00	0.00
	Total	50504989	50504989	100.00	50504989	0	100.00	0.00
Public-Institutions	E-Voting	10745901	2280430	21.22	2280430	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	10745901	2280430	21.22	2280430	0	100.00	0.00
Public- Non Institutons	E-Voting	48071434	5316644	11.06	5314632	2012	99.96	0.04
	Poll	446326	15134	3.39	5798	9336	38.31	61.69
	Total	48517760	5331778	10.99	5320430	11348	99.79	0.21
<b>Total</b>		<b>109768650</b>	<b>58117197</b>	<b>52.95</b>	<b>58105849</b>	<b>11348</b>	<b>99.98</b>	<b>0.02</b>

Agenda No. 3: Approval under Companies Act, 2013 and other applicable provisions to reapprove and readopt Company's Memorandum of Association in terms of the provisions of Rule 22(16)(a) of the Companies (Management and Administration Rules), 2014.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50495689	50495689	100.00	50495689	0	100.00	0.00
	Poll	9300	9300	0.00	9300	0	0.00	0.00
	<b>Total</b>	<b>50504989</b>	<b>50504989</b>	<b>100.00</b>	<b>50504989</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	10745901	2280430	21.22	2280430	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>10745901</b>	<b>2280430</b>	<b>21.22</b>	<b>2280430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutons	E-Voting	48071434	5324559	11.08	5322442	2117	99.96	0.00
	Poll	446326	7219	1.62	1655	5564	22.93	77.07
	<b>Total</b>	<b>48517760</b>	<b>5331778</b>	<b>10.99</b>	<b>5324097</b>	<b>7681</b>	<b>99.86</b>	<b>0.14</b>
<b>Total</b>		<b>109768650</b>	<b>58117197</b>	<b>52.95</b>	<b>58109516</b>	<b>7681</b>	<b>99.99</b>	<b>0.01</b>



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 CIN - L17119WB1919PLC003429



D. A.

Kesoram Industries Limited  
 9/1, R N Mukherjee Road  
 Kolkata – 700 001

### **Result of Postal Ballot**

Sirs,

The Board of Directors of the Company at its meeting held on 19<sup>th</sup> December, 2015 has appointed me as scrutinizer to conduct the Postal Ballot voting process in respect of three special resolutions set out in the notice dated 19<sup>th</sup> December, 2015 to the shareholders. I hereby submit my report. As desired the soft copy of the Postal Ballot Register is being sent by mail.

The Company had completed dispatch of 17622 postal ballot forms through registered post on 29<sup>th</sup> December, 2015 and a total of 9842 postal ballot forms through speed post on 28<sup>th</sup> and 29<sup>th</sup> December, 2015, and 31061 postal ballot forms on 30<sup>th</sup> December, 2015 through courier service along with business reply envelopes to its Members, whose names appeared on the Register of Members / list of beneficiaries as on 18<sup>th</sup> December, 2015. Similarly NSDL had also intimated on 30<sup>th</sup> December, 2015 the details of such voting through e-mail to 27815 beneficial owners whose e-mail id had been registered with the Company for the purpose of communication.

The Company had made arrangement of e-voting with NSDL. Only 150 shareholders had opted for e-voting. The result of such e-voting as intimated by NSDL is as under:

#### **Item 1: Fund raising / capital raising of an amount not exceeding Rs. 650 crores**

Number of votes cast in favour ...	55379252
Number of votes cast against ...	2282659

#### **Item 2: Transfer of Company's spun pipe undertaking and the heavy chemical undertaking, to Camden Industries Limited for an aggregate consideration not being less than Rs. 150 crores for both undertakings**

Number of votes cast in favour ...	57659559
Number of votes cast against ...	2012

#### **Item 3: Re-approve and re-adopt the Company's Memorandum of Association**

Number of votes cast in favour ...	57659454
Number of votes cast against ...	2117

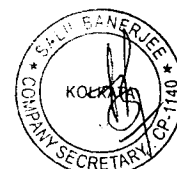
In the physical mode of voting, response was received from 683 shareholders. Particulars of all the postal ballot forms received have been entered in the Register forwarded herewith. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of beneficiaries as on 18<sup>th</sup> December, 2015. Out of 683 forms received, 103 forms had to be rejected for reasons mentioned against each of them in the Postal Ballot Register.

All postal ballot forms received up to 5 P.M. on 30<sup>th</sup> January, 2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Thereafter, no envelope has been received till submission of this report. No mutilated or defaced ballot paper was received.

The result of postal ballot is as follows:

#### **Item 1: Capital raising of an amount not exceeding Rs. 650 crores**

Number of votes cast in favour ...	449534
Number of votes cast against ...	6092



**Item 2: Transfer of Company's spun pipe undertaking and the heavy chemical undertaking, to Camden Industries Limited for an aggregate consideration not being less than Rs. 150 crores for both undertakings**

Number of votes cast in favour ... 446290  
Number of votes cast against ... 9336

**Item 3: Re-approve and re-adopt the Company's Memorandum of Association**

Number of votes cast in favour ... 450062  
Number of votes cast against ... 5564

Taking into consideration both the methods of voting, the final result of the postal ballot, is as follows:

	Item 1	%	Item 2	%	Item 3	%
Number of votes cast in favour ....	55828786	96.06	58105849	99.98	58109516	99.99
Number of votes cast against ....	2288751	3.94	11348	0.02	7681	0.01

**It therefore appears that all the special resolutions have been passed by the requisite majority**

You may accordingly declare the result.

February 2, 2016



SALIL BANERJEE  
FCS 2288 CP 1140



Handwritten signature and date "03/02/16".