

KIL/Reg. 44(3)/2023-24

Dated: 16<sup>th</sup> June, 2023

BSE Ltd. First Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	National Stock Exchange of India Ltd. “Exchange Plaza”, Plot no. C/1, G. Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700001
(BSE Scrip Code – 502937) (BSE NCD Scrip Code – 973060)	(NSE Symbol – KESORAMIND)	(CSE Scrip code – 1000020)

**Sub: Voting Results of the 104<sup>th</sup> Annual General Meeting of the Company held on 14<sup>th</sup> June, 2023.**

Dear Sir / Madam,

In compliance with the provisions of Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results of the 104<sup>th</sup> Annual General Meeting of the Company held on 14<sup>th</sup> June, 2023 pursuant to Notice dated 28<sup>th</sup> April, 2023. The Scrutinizer's Report dated 15<sup>th</sup> June, 2023 is also enclosed hereto.

Thanking you,

Yours faithfully,

**For Kesoram Industries Limited****Gautam Ganguli**  
**Company Secretary and Compliance Officer**

Encl: as above.

**Voting Results of Annual General Meeting held on 14th June, 2023**

Date of the AGM	14.06.2023
Total number of shareholders on record date	97943 (07.06.2023)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	973
No. of shareholders attended the meeting through video Conferencing:	
Promoters and Promoter Group:	6
Public:	39

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

Agenda No. 1: To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 as well as the Report of Auditors thereon.

Resolution required: (Ordinary/Special)				Ordinary				
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	134822064	124936507	92.67	124936507	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		124936507	92.67	124936507	0	100.00	0.00
Public-Institutions	E-Voting	44620818	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutons	E-Voting	131220781	17075296	13.01	17074182	1114	99.99	0.01
	Poll		1273	0.00	1261	12	99.06	0.94
	Total		17076569	13.01	17075443	1126	99.99	0.01
Total		310663663	142013076	45.71	142011950	1126	100.00	0.00
Whether Resolution is passed or not							Yes	

Invalid Votes 557362 - Not considered

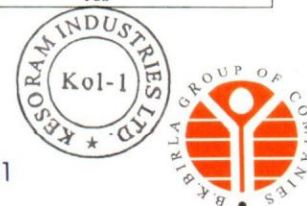
**Agenda No. 2: To appoint a Director in place of Manjushree Khaitan (DIN: 00055898), who retires by rotation and being eligible, offers herself for re-appointment.**

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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	134822064	124586942	92.41	124586942	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		124586942	92.41	124586942	0	100.00	0.00
Public-Institutions	E-Voting	44620818	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutons	E-Voting	131220781	17075220	13.01	17070106	5114	99.97	0.03
	Poll		1328	0.00	1326	2	99.85	0.15
	Total		17076548	13.01	17071432	5116	99.97	0.03
Total		310663663	141663490	45.60	141658374	5116	100.00	0.00
Whether Resolution is passed or not							Yes	

Invalid Votes 906927 - Not considered

P + 91 33 2243 5453, 2210 9455  
P + 91 33 2230 3744, 2243 7121  
F + 91 33 2248 6658, 2262 4424  
E : corporate@kesoram.com

Kesoram Industries Limited  
Registered & Corporate Office :  
9/1, R.N. Mukherjee Road, Kolkata - 700 001  
CIN - L17119WB1919PLC003429



Agenda No. 3: To ratify the remuneration payable to the Cost Auditors for conducting the audit of the Company's Cost Accounting records for the financial years 2023-24.

Resolution required: (Ordinary/Special)				Ordinary				
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	134822064	124936507	92.67	124936507	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		124936507	92.67	124936507	0	100.00	0.00
Public-Institutions	E-Voting	44620818	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	131220781	17074970	13.01	17071111	3859	99.98	0.02
	Poll		1328	0.00	1326	2	99.85	0.15
	Total		17076298	13.01	17072437	3861	99.98	0.02
Total		310663663	142012805	45.71	142008944	3861	100.00	0.00
Whether Resolution is passed or not							Yes	

Invalid Votes 557362 - Not considered

Agenda No. 4: Transfer or otherwise dispose of land comprised in the Company's Hindusthan Heavy Chemicals ("HHC") unit

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	134822064	124936507	92.67	124936507	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		124936507	92.67	124936507	0	100.00	0.00
Public-Institutions	E-Voting	44620818	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	131220781	17074970	13.01	17069873	5097	99.97	0.03
	Poll		1267	0.00	1255	12	99.05	0.95
	Total		17076237	13.01	17071128	5109	99.97	0.03
Total		310663663	142012744	45.71	142007635	5109	100.00	0.00
Whether Resolution is passed or not							Yes	

Invalid Votes 557362 - Not considered





**RP & ASSOCIATES**  
**COMPANY SECRETARIES**

(A Peer Reviewed Firm)

Date: 15<sup>th</sup> June, 2023

To,  
The Chairman  
**Kesoram Industries Limited**  
CIN: L17119WB1919PLC003429  
9/1, R.N. Mukherjee Road,  
Kolkata - 700001

Sub: Consolidated Scrutinizer Report on remote E-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, remote E-voting at the Annual General Meeting ("AGM") and the Poll of the Members of the Company held on Wednesday, June 14, 2023 at 11.30 A.M. IST through the hybrid mode (that is to say both physical and video conferencing ("VC") or other audio visual means("OAVM")).

Dear Madam,

I, Ritu Bajaj (Membership No. F9913), Proprietor of RP & Associates, Company Secretaries having office at "DBS House, 10/2 Hungerford Street, Room No-451, Kolkata-700017, thank you for appointing me as the Scrutinizer for e-voting process and the poll by your Members during the 104<sup>th</sup> Annual General Meeting of your Company held on Wednesday, 14<sup>th</sup> June, 2023 at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017, through the hybrid mode (that is to say both physical and video conferencing ("VC") or other audio visual means("OAVM")).

I am pleased to submit my Report, which is comprehensive and self-explanatory in all respects.

For RP & Associates  
Company Secretaries

.....  
Ritu Bajaj  
Proprietor  
M.No. : F9913  
CP No.: 11933  
UDIN : F009913E000492263



Place : Kolkata

DBS House, 10/2, Hunger Ford Street,  
Room No.451, Kolkata - 700017  
Email - rbajaj@rpaonline.in

## SCRUTINIZER'S REPORT

Name of the Company	Kesoram Industries Limited
Meeting	104 <sup>th</sup> Annual General Meeting
Day, Date & Time	Wednesday, 14 <sup>th</sup> June 2023 at 11:30 am
Deemed Venue	Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017
Mode	Through the hybrid mode (that is to say both physical and video conferencing ("VC") or other audio visual means("OAVM")).

### 1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote-voting and e-voting as well as the poll conducted during the 104<sup>th</sup> Annual General Meeting ("AGM") of **KESORAM INDUSTRIES LIMITED** (hereinafter referred to as "**the Company**") scheduled on Wednesday, 14<sup>th</sup> June 2023 at 11:30 a.m. held through the hybrid mode (that is to say both physical and video conferencing ("VC") or other audio visual means("OAVM")). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and to ascertain the requisite majority on e-voting and poll carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system and the poll conducted.



## 2. Dispatch of Notice convening the AGM

2.1 In view of the global outbreak of the Covid -19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (MCA) vide its General Circular 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and Circular No. 02/2021 dated January 13, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 201/2020 dated May 5, 2020, in relation to "Clarification on holding of General Meeting through video conferencing (VC) or other audio visual means OAVM)" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"). However, the Board of Directors of the Company decided to conduct its 104th Annual General Meeting (AGM) through the hybrid mode (that is to say both physical and video conferencing ("VC") or other audio visual means("OAVM")).

2.2 Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with all enclosures was sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM had been uploaded on the website of the Company at [www.kesocorp.com](http://www.kesocorp.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote eVoting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

2.3 An advertisement was published in Business Standard (English) and Ekdin (Bengali) on **Saturday, 20<sup>th</sup> May, 2023** specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

## 3. Cut-off date

Voting rights were reckoned as on **Wednesday, 07<sup>th</sup> June, 2023**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.



#### 4. Remote e-voting process

##### 4.1 Agency

The Company appointed NSDL as the agency for providing the platform for remote e-voting and e-voting at the AGM.

##### 4.2 Remote e-voting period

Remote e-voting platform was open from 9:00 a.m. (IST) on Saturday, 10<sup>th</sup> June, 2023 till 5:00 p.m. (IST) on Tuesday, 13<sup>th</sup> June, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

#### 5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, I have accessed after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

#### 6. Counting Process

6.1 On completion of e-voting during the AGM, I unblocked the results of the voting at poll, remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results and.

#### 7. Results

7.1 I observed that:

- a) **1 Member** had cast his/her vote(s) through e-voting at the AGM;
- b) **287 Members** had cast their votes through remote e-voting.
- c) **30 Members** had cast their votes through poll.

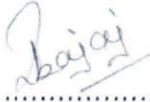
7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 28<sup>th</sup> April, 2023 is enclosed herewith.



7.3 Based on the aforesaid results, we report that **3 Ordinary Resolutions** as set out in Item Nos. 1 to 3 and **1 Special Resolution** as set out in Item No. 4 of the Notice of the AGM dated 28<sup>th</sup> April, 2023 have been **passed with the requisite majority**.

8. The ballot papers, electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the Annual General Meeting.

**For RP & Associates**  
Company Secretaries



.....  
Ritu Bajaj  
Proprietor  
M.No.: F9913  
CP No.: 11933  
UDIN: F009913E000492263



Countersigned By  
Company Secretary

.....  
Gautam Ganguli

Date: 15<sup>th</sup> June, 2023  
Place: Kolkata



## CONSOLIDATED RESULTS

### Item No. 1:

Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM				Total		Percentage (%)
			E-Voting		Poll				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	262	142010689	0	0	25	1261	287	142011950	100.00
Dissent	18	988	1	126	3	12	22	1126	0.00
Invalid	7	557362	0	0	0	0	0	0	0.00
<b>Total</b>	<b>287</b>	<b>142569039</b>	<b>1</b>	<b>126</b>	<b>28</b>	<b>1273</b>	<b>309</b>	<b>142013076</b>	<b>100.00</b>

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 28th April, 2023 has been **passed with requisite majority**.

### Item No. 2:

**Appointment of a Director in place of Manjushree Khaitan (DIN: 00055898), who retires by rotation and being eligible, offers herself for re-appointment.**

Particulars	Remote e-voting		Voting at the AGM				Total		Percentage (%)
			E-Voting		Poll				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	256	141657048	0	0	28	1326	284	141658374	100.00
Dissent	21	4988	1	126	2	2	24	5116	0.00
Invalid	8	906927	0	0	0	0	0	0	0.00
<b>Total</b>	<b>285</b>	<b>142568963</b>	<b>1</b>	<b>126</b>	<b>30</b>	<b>1328</b>	<b>308</b>	<b>141663490</b>	<b>100.00</b>

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 28th April, 2023 has been **passed with requisite majority**.



**Item No. 3:**

**Ratification of Remuneration payable to the Cost Auditors for conducting the audit of the Company's Cost Accounting Records for the Financial Year 2023-24**

Particulars	Remote e-voting		Voting at the AGM				Total		Percentage (%)
			E-Voting		Poll				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	256	142007618	0	0	28	1326	284	142008944	100.00
Dissent	21	3733	1	126	2	2	24	3861	0.00
Invalid	7	557362	0	0	0	0	0	0	0.00
Total	284	142568713	1	126	30	1328	308	142012805	100.00

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 28th April, 2023 has been **passed with requisite majority**.

**Item No. 4:**

**Transfer or otherwise dispose off land comprised in the Company's Hindusthan Heavy Chemicals ("HHC unit") .**

Particulars	Remote e-voting		Voting at the AGM				Total		Percentage (%)
			E-Voting		Poll				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	246	142006380	0	0	26	1255	272	142007635	100.00
Dissent	31	4971	1	126	3	12	35	5109	0.00
Invalid	7	557362	0	0	0	0	0	0	0.00
Total	284	142568713	1	126	29	1267	307	142012744	100.00

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 28th April, 2023 has been **passed with requisite majority**.

