

KIL/SH/SS/Postal Ballot/March-2018

14<sup>th</sup> March, 2018

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

The Asst. Manager,  
National Stock Exchange of India Ltd.  
Investor Services Cell  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051 (India)

The Secretary,  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata - 700 001  
India

Dear Sirs,

Please find enclosed herewith voting result of the Postal Ballot pursuant to Notice dated 10<sup>th</sup> January, 2018, which has been declared today. The Scrutiniser's Report dated 14<sup>th</sup> March, 2018 is also enclosed hereto.

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

Thanking you,

For  KESORAM INDUSTRIES LIMITED

Encl: as above

  
Company Secretary

**Voting Results of the Postal Ballot Notice dated 10th January, 2018**

Date of the Postal Ballot Notice	10.01.2018
Total number of shareholders on record date	84694 (05.01.2018)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	N.A
Public:	N.A
No. of shareholders attended the meeting through /video Conferencing:	
Promoters and Promoter Group:	N.A
Public:	N.A

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

**Agenda No. 1: Issue of Equity Shares on Preferential Basis to Manav Investmeny and Trading Company Limited.**

Resolution required: (Ordinary/Special)				Special				
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	58004989	58004989	100.00	58004989	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		58004989	58004989	100.00	58004989	0	100.00
Public-Institutions	E-Voting	9948035	473594	4.76	473594	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		9948035	473594	4.76	473594	0	100.00
Public- Non Institutions	E-Voting	56815626	12419843	21.86	12413088	6755	99.95	0.05
	Poll		358778	0.63	355858	2920	99.19	0.81
	Total		56815626	12778621	22.49	12768946	9675	99.92
<b>Total</b>		<b>124768650</b>	<b>71257204</b>	<b>57.11</b>	<b>71247529</b>	<b>9675</b>	<b>99.99</b>	<b>0.01</b>

**Agenda No. 2: Issue of Convertible Warrants on Preferential Basis to Manav Investmeny and Trading Company Limited.**

Resolution required: (Ordinary/Special)				Special				
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	58004989	58004989	100.00	58004989	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		58004989	58004989	100.00	58004989	0	100.00
Public-Institutions	E-Voting	9948035	473594	4.76	473594	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		9948035	473594	4.76	473594	0	100.00
Public- Non Institutions	E-Voting	56815626	12418893	21.86	12412087	6806	99.95	0.05
	Poll		358858	0.63	356228	2630	99.27	0.73
	Total		56815626	12777751	22.49	12768315	9436	99.93
<b>Total</b>		<b>124768650</b>	<b>71256334</b>	<b>57.11</b>	<b>71246898</b>	<b>9436</b>	<b>99.99</b>	<b>0.01</b>





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 10<sup>th</sup> January, 2018 has appointed me as scrutinizer to conduct the Postal Ballot as well as e-voting process in respect of two special resolutions set out in the notice dated 10<sup>th</sup> January, 2018 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 13,784 postal ballot forms through registered post on 07<sup>th</sup> & 8<sup>th</sup> February, 2018. Further on 07<sup>th</sup> February, 2018, 6005 postal ballot forms were also dispatched through speed post and 23,572 postal ballot forms through courier service along with business reply envelopes to its Members, whose names appeared on the Register of Members / list of beneficiaries as on 05<sup>th</sup> January, 2018. Similarly NSDL had also intimated on 08<sup>th</sup> February, 2018 the details of such voting process through e-mail to 41,350 beneficial owners whose e-mail id had been registered with the Company for the purpose of communication. However, as reported by NSDL on 6<sup>th</sup> March 2018 a total number of 1392 mails were bounced back. These shareholders were sent postal ballot forms through courier service on 07<sup>th</sup> March, 2018.

The Company had made arrangement of e-voting with NSDL. Only 179 shareholders had opted for e-voting. The result of such e-voting as intimated by NSDL is as under:

#### **Item 1: Issue of Equity Shares on Preferential Basis to Manav Investment and Trading Company Limited**

Number of votes cast in favour	70891671
Number of votes cast against	6755

#### **Item 2: Issue of Convertible Warrants on Preferential Basis to Manav Investment and Trading Company Limited**

Number of votes cast in favour	70890670
Number of votes cast against	6806

In the physical mode of voting, response was received from 515 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 05<sup>th</sup> January, 2018 Out of 515 forms received, 143 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 12<sup>th</sup> March, 2018, 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: Issue of Equity Shares on Preferential Basis to Manav Investment and Trading Company Limited**

Number of votes cast in favour                      355858  
Number of votes cast against                              2920

**Item 2: Issue of Convertible Warrants on Preferential Basis to Manav Investment and Trading Company Limited**

Number of votes cast in favour                      356228  
Number of votes cast against                              2630

There were no instances where any member voted under both the methods of voting. Taking into consideration, the final result of the postal ballot is as follows:

	<u>Item 1</u>	<u>%</u>	<u>Item 2</u>	<u>%</u>
Number of votes cast in favour	71247529	99.99	71246898	99.99
Number of votes cast against	9675	0.01	9436	0.01

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

You may accordingly declare the result.

March 14, 2018



**SALIL BANERJEE**  
**FCS 2288 CP 1140**

