

KIL/SS/SE/EGM 2021/RESULT
Dated: 13th February, 2021

BSE Ltd. First Floor, New Trading Ring, Rotunda Building PhirozeJeejeebhoy 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)	(Symbol – KESORAMIND)	(CSE Scrip code – 10000020)

Dear Sir/Madam,

Sub: Voting Results of the Extra Ordinary General Meeting of the Company held on 12th February, 2021, pursuant to Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

In compliance with the provisions of Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results of the Extra Ordinary General Meeting held on 12th February, 2021 pursuant to Notice dated 19th January, 2021. The Scrutinizer's Report dated 12th February, 2021 is also enclosed hereto.

**Your faithfully,
For Kesoram Industries Limited**



**Akash Ghuwalewala
Company Secretary & Compliance Officer**

Encl: as above

Voting Results of Extra Ordinary General Meeting held on 12th February, 2021

Date of the EGM	12.02.2021
Total number of shareholders on record date	83732 (05.02.2021)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of shareholders attended the meeting through /video Conferencing:	
Promoters and Promoter Group:	11
Public:	61

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

Agenda No. 1: Modification to the Approval taken on 28th December 2020 for Conversion of Loan into Equity Shares and Zero Coupon Optionally Convertible Redeemable Preference Shares (OCRPS) as per Resolution Plan.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the				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	75761340	75358844	99.47	75358844	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		75358844	99.47	75358844	0	100.00	0.00
Public- Institutions	E-Voting	5069741	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	61758998	12643528	20.47	12642262	1266	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Total		12643528	20.47	12642262	1266	99.99	0.01
Total		142590079	88002372	61.72	88001106	1266	100.00	0.00

Agenda No. 2: De Novo Approval for issuance of Optionally Convertible Debentures (OCDs) through Private Placement.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the				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	75761340	75358844	99.47	75358844	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		75358844	99.47	75358844	0	100.00	0.00
Public- Institutions	E-Voting	5069741	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	61758998	12643328	20.47	12642877	451	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12643328	20.47	12642877	451	100.00	0.00
Total		142590079	88002172	61.72	88001721	451	100.00	0.00

Agenda No. 3: De Novo Approval for conversion of Optionally Convertible Debentures (OCDs) to Equity Shares.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the				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	75761340	75358844	99.47	75358844	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		75358844	99.47	75358844	0	100.00	0.00
Public-Institutions	E-Voting	5069741	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	61758998	12643128	20.47	12642718	410	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12643128	20.47	12642718	410	100.00	0.00
Total		142590079	88001972	61.72	88001562	410	100.00	0.00





Date: 12th February, 2021

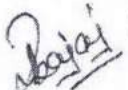
To,
The Chairman
Kesoram Industries Limited
CIN: L17119WB1919PLC003429
9/1, R.N. Mukherjee Road,
Kolkata - 700001

Dear Sir,

I, Ritu Bajaj (Membership No. F9913), Proprietor of RP & Associates, Company Secretaries having our office at "Ricoh" Salt Lake Electronics Complex, Plot No. A1/1 & 2, Block - GP, Sector-V, Room No. 5, Kolkata 700091, thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting process by your Members during the Extra-Ordinary General Meeting of your Company held on Friday, 12th February, 2021 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For RP & Associates
Company Secretary


Ritu Bajaj
Proprietor
M.No. : F9913
CP No.: 11933
UDIN : F009913B002842094



Date : 12th February, 2021
Place : Kolkata



SCRUTINIZER'S REPORT

Name of the Company	Kesoram Industries Limited
Meeting	Extra-Ordinary General Meeting
Day, Date & Time	Friday, 12 th February, 2021 at 03:30 pm
Deemed Venue	Registered Office situated at 9/1, R.N. Mukherjee Road, Birla Building, Kolkata – 700001
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the Extra-Ordinary General Meeting ("EGM") of **KESORAM INDUSTRIES LIMITED** (hereinafter referred to as "the Company") scheduled on Friday, 12th February, 2021 at 03:30 p.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our 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 carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the EGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English) and Ekdin (Bengali) on **Saturday, 23rd January, 2021** specifying the date & time of the EGM, 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 EGM etc.



2.2 The Company hosted the notice of EGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the EGM and also intimated the same to BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange on Thursday, 21st January, 2021.

2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agents ("RTA") of the Company, the Company completed dispatch of Notice of EGM on Thursday, 21st January, 2021.

3. Cut-off date

Voting rights were reckoned as on Friday, 05th February, 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the EGM.

4. Remote e-voting process

4.1 Agency

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

4.2 Remote e-voting period

Remote e-voting platform was open from 9:00 a.m. (IST) on Monday, 08th February, 2021 till 5:00 p.m. (IST) on Thursday, 11th February, 2021 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 EGM

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, the Scrutinizer shall have access 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 EGM, we unblocked the results of the remote e-voting and e-voting by members at the EGM, on the NSDL evoting platform and downloaded the results.



7. Results

7.1 We observe that:

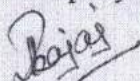
- a) 2 Members had cast their votes through e-voting at the EGM;
- b) 134 Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the EGM dated 19th January, 2021 is enclosed herewith.

7.3 Based on the aforesaid results, we report that **Special Resolutions** as set out in Item No. 1, 2 and 3 of the Notice of the EGM dated 19th January, 2021 have been passed with the requisite majority.

8. The 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 EGM.

For RP & Associates
Company Secretaries



Ritu Bajaj
Proprietor

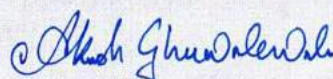
M.No. : F9913

CP No.: 11933

UDIN : F009913B002842094



Countersigned By
For Kesoram Industries Limited



Akash Ghuwalewala
Company Secretary

Date : 12th February, 2021

Place : Kolkata

CONSOLIDATED RESULTS

Item No. 1:

Modification to the Approval taken on 28th December 2020 for Conversion of Loan into Equity Shares and Zero Coupon Optionally Convertible Redeemable Preference Shares (OCRPS) as per Resolution Plan.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	123	87998505	2	2601	125	88001106	99.9986
Dissent	11	1266	0	0	11	1266	0.0014
Total	134	87999771	2	2601	136	88002372	100

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 1 of the Notice of the EGM dated 19th January, 2021 has been passed with requisite majority.

Item No. 2:

De Novo Approval for issuance of Optionally Convertible Debentures (OCDs) through Private Placement.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	123	87999120	2	2601	125	88001721	99.9995
Dissent	10	451	0	0	10	451	0.0005
Total	133	87999571	2	2601	135	88002172	100

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 2 of the Notice of the EGM dated 19th January, 2021 has been passed with requisite majority.



Item No. 3:

De Novo Approval for conversion of Optionally Convertible Debentures (OCDs) to Equity Shares.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	123	87998961	2	2601	125	88001562	99.9995
Dissent	9	410	0	0	9	410	0.0005
Total	132	87999371	2	2601	134	88001972	100

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the EGM dated 19th January, 2021 has been **passed with requisite majority**.

