KESORAM
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KIL/SS/SE/2nd EGM 2021/RESULT

Dated: 14th April, 2021

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 Eq Scrip Code – 502937) **(BSE NCD Scrip Code – 973060)**	**(Symbol – KESORAMIND)**	**(CSE Scrip code – 10000020)**

Dear Sir / Madam,

Sub: Voting Results of the Extra Ordinary General Meeting of the Company held on 13th April, 2021, pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 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 13th April, 2021 pursuant to Notice dated 16th March, 2021. The Scrutinizer's Report dated 14th April, 2021 is also enclosed hereto.

Yours faithfully,
For Kesoram Industries Limited

Akash Ghuwalewala
Company Secretary and Compliance Officer

Encl: as above

Voting Results of Extra Ordinary General Meeting held on 13th April, 2021

Date of the EGM	13.04.2021
Total number of shareholders on record date	87,242 (06.04.2021)
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:	13
Public:	52

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

Agenda No. 1: Ratification of further disclosures in addition to the disclosures made in the explanatory statement to the Special Resolution No 1 taken at the Extra-ordinary General Meeting of the Company held on 12th February 2021 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 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	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	27325976	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	61724025	13367168	21.66	13365796	1372	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Total		13367168	21.66	13365796	1372	99.99	0.01
Total		164811341	88726012	53.83	88724640	1372	100.00	0.00

* 2,22,21,262 Equity shares allotted to existing lenders are pending for credit by the Depository due to pending Listing Approval by Stock Exchange(s)

Agenda No. 2: Ratification of further disclosures in addition to the disclosures made in the explanatory statement to the Special Resolution No 2 taken at the Extra-ordinary General Meeting of the Company held on 12h February 2021 for issuance of Optionally Convertible Debentures (OCDs) through Private Placement.

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	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	27325976	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	61724025	13367168	21.66	13365758	1410	99.99	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		13367168	21.66	13365758	1410	99.99	0.01
Total		164811341	88726012	53.83	88724602	1410	100.00	0.00

* 2,22,21,262 Equity shares allotted to existing lenders are pending for credit by the Depository due to pending Listing Approval by Stock Exchange(s)

KESORAM INDUSTRIES LTD. Kol-1

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

B.K. BIRLA GROUP OF COMPANIES

RP & ASSOCIATES
COMPANY SECRETARIES
www.rpaonline.in

Date: 14th April, 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, 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 Tuesday, 13th April, 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 Secretaries

RP & ASSOCIATES Kolkata Company Secretaries

Bajaj

Ritu Bajaj
Proprietor
M.No.: F9913
CP No.: 11933
UDIN : F009913C000083580

Date : 14th April, 2021
Place : Kolkata

"Ricoh", Salt Lake Electronics Complex, Plot No. – A1/1 & 2, Block – GP
Sector – V, Kolkata – 700091, Phone: 9831713672
Email – rbajaj@rpaonline.in

SCRUTINIZER'S REPORT

Name of the Company	Kesoram Industries Limited
Meeting	Extra-Ordinary General Meeting
Day, Date & Time	Tuesday, 13th April, 2021 at 03:00 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 Tuesday, 13th April, 2021 at 03:00 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 **Tuesday, 23rd March, 2021 (Corrigendum on Thursday, 25th March, 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.

RP & ASSOCIATES Kolkata Company Secretaries

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 **Saturday, 20th March, 2021 (Corrigendum on Wednesday, 24th March, 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 **Saturday, 20th March, 2021 (Corrigendum on Wednesday, 24th March, 2021).**

3. Cut-off date

Voting rights were reckoned as on **Tuesday, 06th April, 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 Friday, 09th April, 2021 till 5:00 p.m. (IST) on Monday, 12th April, 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.

RP & ASSOCIATES Kolkata Company Secretaries

7. Results

7.1 We observe that:

a) **4 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 16th March, 2021 is enclosed herewith.

7.3 Based on the aforesaid results, we report that **Special Resolutions** as set out in Item No. 1 and 2 of the Notice of the EGM dated 16th March, 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

RP & ASSOCIATES
Kolkata
Company Secretaries

Bajaj

Ritu Bajaj
Proprietor
M.No. : F9913
CP No.: 11933
UDIN : F009913C000083580

Date : 14th April, 2021
Place : Kolkata

Countersigned By
For Kesoram Industries Limited

Akash Ghuwalewala

Akash Ghuwalewala
Company Secretary

CONSOLIDATED RESULTS

Item No. 1:

Ratification of further disclosures in addition to the disclosures made in the explanatory statement to the Special Resolution No 1 taken at the Extra-ordinary General Meeting of the Company held on 12th February, 2021 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	124	88606625	4	118015	128	88724640	99.9985
Dissent	10	1372	0	0	10	1372	0.0015
Total	**134**	**88607997**	**4**	**118015**	**138**	**88726012**	**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 16th March, 2021 has been **passed with requisite majority.**

Item No. 2:

Ratification of further disclosures in addition to the disclosures made in the explanatory statement to the Special Resolution No 2 taken at the Extra-ordinary General Meeting of the Company held on 12th February, 2021 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	88606587	4	118015	127	88724602	99.9984
Dissent	11	1410	0	0	11	1410	0.0016
Total	**134**	**88607997**	**4**	**118015**	**138**	**88726012**	**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 16th March, 2021 has been **passed with requisite majority.**

R.P. & ASSOCIATES Kolkata Company Secretaries