

7th August, 2019

The Corporate Relation Department
BSE Limited
1st Floor, P. J. Tower
Dalal Street, Fort
Mumbai-400001

The Vice President
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata-700001

Dear Sir(s),

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 National Company Law Tribunal (NCLT) Convened Meeting of the Equity shareholders, Secured Creditors and the Unsecured Creditors of the Company.

Pursuant to Regulation 30 read with Schedule III (Part A) (13) and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that;

- 1) The NCLT Convened Meeting of the Equity Shareholders of the Company was held on Tuesday, August 6, 2019 at 11:00 A.M. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata-700017, India to consider and approve the Scheme of Arrangement between Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders ('the Scheme').

The requisite quorum was present. The following options were provided by the Company to the Members to cast their votes:

- i. Ballot Paper;
 - ii. e-Voting through platform of NDSL from July 7, 2019 from 9:00 a.m. to August 5, 2019 till 5:00 p.m. and
 - iii. Physical Ballot/Poll paper at the venue.
- 2) The NCLT convened meeting of the Secured Creditors of the Company was held on Tuesday, August 6, 2019 at 2:00 p.m. at the same venue to approve the said Scheme.

The requisite quorum was present. The following option was provided by the Company to the Members to cast their votes:

- i. Physical Ballot/Poll paper at the venue.
- 3) The NCLT convened meeting of the unsecured Creditors of the Company was held on Tuesday, August 6, 2019 at 3:30 p.m. at the same venue to approve the said Scheme.

The requisite quorum was present. The following option was provided by the Company to the Members to cast their votes:

- i. Physical Ballot/Poll paper at the venue.

We enclose herewith Scrutiniser's Report in relation to the results of the said Meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company.

Thanking you,
For Kesoram Industries Limited



Authorised Signatory

Encl: As Above
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F + 91 33 2210 9455
E : corporate@kesoram.net

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



Voting Results of the NCLT convened Meeting Notice to the Equity Shareholders dated 19th June, 2019

Date of the Postal Ballot Notice	19.06.2019
Total number of shareholders on record date	86699 (21.06.2019)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	944
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: Resolution for approval of the Scheme of Arrangement between Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders and creditors.

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 (at Venue)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		75358844	99.47	75358844	0	100.00	0.00
Public-Institutions	E-Voting	7021415	5574394	79.39	5574394	0	100.00	0.00
	Poll (at Venue)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		5574394	79.39	5574394	0	100.00	0.00
Public- Non Institutions	E-Voting	59807324	12194108	20.39	12187574	6534	99.95	0.05
	Poll (at Venue)		4699	0.01	4695	4	99.91	0.09
	Postal Ballot		310079	0.52	309939	140	99.95	0.05
	Total		12508886	20.92	12502208	6678	99.95	0.05
Total		142590079	93442124	65.53	93435446	6678	99.99	0.01



Before the National Company Law Tribunal

Kolkata Bench, Kolkata

CA (CAA) No. 665 /KB/ 2019

In the Matter of:

The Companies Act, 2013

And

In the Matter of:

An application under Sections 230 to 232 of the said Act

And

In the Matter of:

The Companies (Compromises, Arrangements and

Amalgamations) Rules, 2016

And

In the Matter of:

Kesoram Industries Limited CIN: L17119WB1919PLC003429,
a Company incorporated under the Indian Companies Act, 1913
having its registered office at Birla Building, 8th floor,
9/1, R N Mukherjee Road, Kolkata -700001, West Bengal, India

And

Birla Tyres Limited CIN: U25209WB2018PLC228915,
a Company incorporated under the Indian Companies Act, 1913
having its registered office at Birla Building, 8th floor,
9/1, R N Mukherjee Road, Kolkata -700001, West Bengal, India

..... Applicants

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108, 110, 230 and 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended]



To

Ms Mamta Binani

The Chairperson

Meeting of Equity Shareholders of Kesoram Industries Limited

Madam,

Re: Consolidated Report of Scrutinizer on the result of voting by way of remote e-voting, postal ballot and poll conducted at the venue in connection with Resolution detailed in the Notice dated 19th June, 2019, convening the Meeting of the Equity Shareholders of Kesoram Industries Limited held at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 on 6th August, 2019 at 11:00 A.M. pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench vide order dated the 18th day of June, 2019 in Company Application No. 665 of 2019

I, Arun Kumar Gupta, appointed as the Scrutinizer for the Meeting of equity shareholders of Kesoram Industries Limited ("the Company") by the Hon'ble National Company Law Tribunal, Kolkata Bench for the purpose of the Meeting of the Equity Shareholders of Kesoram Industries Limited held at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 on Tuesday, the 6th day of August, 2019 at 11.00 A.M. to scrutinize the voting by postal ballot/ remote e-voting and also poll at the meeting on the below mentioned resolution pursuant to the order dated the 18th day of June, 2019 in Company Application No. 665 of 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench (for approval of the Scheme) do hereby submit my report as under:-

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and NCLT Order dated 18th day of June, 2019 relating to voting through Postal Ballot, remote e-voting and Poll at the meeting venue by the Members of Kesoram Industries Limited on the Resolution contained in the Notice dated 19th June, 2019, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all modes, are conducted in a fair and transparent manner



and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on reports generated from e-voting system provided by National Securities Depository Limited for remote e-voting and counting of votes cast by Postal Ballot and Poll Papers.

I submit my report as under:

1. The Company has appointed National Securities Depository Limited to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolution contained in the Notice dated 19th June, 2019, to be transacted at the said NCLT convened meeting.
2. As informed to me, the Company had completed the dispatch of Notice along with Postal Ballot Form, on 3rd day of July, 2019, pursuant to Sections 108, 110, 230(4) and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 21st June, 2019, the 'cut-off' date for determining the entitlement of the shareholders to vote on the resolution. The self-addressed postage prepaid envelopes in relation to voting by postal Ballot, were also sent along with the Notices dispatched through Post, Courier and e-mail. The Postal Ballot Notice and the Postal Ballot Form were also placed on the Company's website www.kesocorp.com.

The remote e-voting period remained opened from 9:00 AM on Sunday, 7th July, 2019 till 5:00 PM on Monday, 5th August, 2019. The physical Postal Ballot Forms were to reach the Scrutinizer at the Registered Office of Kesoram Industries Limited at Birla Building, 8th floor, 9/1 R N Mukherjee Road, Kolkata 700001, not later than 5:00 PM on Monday, 5th August, 2019.

3. The requisite advertisement pursuant to Sections 108, 110 & 230 of the Companies Act, 2013 read with rules framed thereunder, was published in the "Financial



Express" (in English language) and in "Dainik Statesmen" (in Bengali language), in their respective Kolkata editions on Thursday, 4th July, 2019.

4. The total number of sealed envelopes containing votes cast by Postal Ballot received up to 5:00 PM. on Monday, 5th August, 2019, i.e., the last date and time fixed by the Company for receipt of the Postal Ballot and opened in front of me, were 160 containing 160 Postal Ballot Forms, out of which 6 ballot forms were found invalid. These Postal Ballot Forms were considered for my scrutiny.
5. The Company has also provided the facility of voting through Poll Paper at the Venue to Members attending the meeting who had not cast their vote by remote e-voting facility or Postal Ballot. One empty Ballot Box was locked and sealed by me in the presence of members and proxies at the Venue.

The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Mr Hiren Ramniklal Mehta, Shareholder and (2) Mr. Alok Kumar Pal, Shareholder and the representatives from M/s. MCS Share Transfer Agents Limited, Registrar and Share Transfer Agents of the Company and the total number of Poll Papers taken out from the Ballot Box were 75 out of which 19 poll papers were found to be invalid, which were considered for my scrutiny.

6. The Postal Ballot and Poll Papers were diligently scrutinized and were reconciled with the records maintained by MCS Share Transfer Agents Limited, Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
7. The votes cast by the members through remote e-voting system provided by NSDL were unblocked in presence of two witnesses, namely, (1) Ms. Puja Purohit and (2) Mr. Atul Sureka, Advocate and the representatives from MCS Share Transfer Agents Limited, Registrar and Share Transfer Agents of the Company on Monday, 5th August, 2019 at around 5.35 P.M. A total of 225 members cast their vote through the e-voting mechanism.



8. I have relied on information provided by MCS Share Transfer Agents Limited, the Registrar & Share Transfer Agents of the Company, in relation to shareholders details including details regarding number of shares held and their respective signatures.

Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of National Securities Depository Limited, and the votes cast by the members through Postal Ballot and Poll Papers distributed at the meeting, the results of the voting on the following Resolution, is given below:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017, the observation letters issued by each of the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Kolkata Bench ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders ("**Scheme**") placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/ or any other authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."



Voting Summary –

Category	Mode of Voting	No. of shares held	No. of valid Votes Polled	In Favour	Against
				No. of Votes Cast	No. of Votes Cast
Promoter and Promoter Group	E-Voting	75,358,844	75,358,844	75,358,844	-
	Poll				
	Postal Ballot				
Total		75,358,844	75,358,844	75,358,844	-
Public Institutions	E-Voting	5,574,394	5,574,394	5,574,394	-
	Poll				
	Postal Ballot				
Total		5,574,394	5,574,394	5,574,394	-
Public Non Institutions	E-Voting	12,508,886	12,194,108	12,187,574	6,534
	Poll		4,699	4,695	4
	Postal Ballot		310,079	309,939	140
Total		12,508,886	12,508,886	12,502,208	6,678
Grand Total		93,442,124	93,442,124	93,435,446	6,678
% of valid Votes Polled				99.99%	0.01%

All relevant documents, records and papers relating to e-voting, postal ballot and poll papers were handed over to the Chairperson of the meeting.

Place: Kolkata
Date: 06.08.2019

Yours faithfully



(Arun Kumar Gupta)
FCA 060892
Scrutinizer

Before the National Company Law Tribunal

Kolkata Bench, Kolkata

CA (CAA) No. 665 /KB/ 2019

In the Matter of:

The Companies Act, 2013

And

In the Matter of:

An application under Sections 230 to 232 of the
said Act

And

In the Matter of:

The Companies (Compromises, Arrangements
and
Amalgamations) Rules, 2016

And

In the Matter of:

Kesoram Industries Limited CIN:
L17119WB1919PLC003429, a Company
incorporated under the Indian Companies Act,
1913 having its registered office at Birla
Building, 8th floor, 9/1, R N Mukherjee Road,
Kolkata -700001, West Bengal, India

And

Birla Tyres Limited CIN:
U25209WB2018PLC228915, a Company
incorporated under the Indian Companies Act,
1913 having its registered office at Birla
Building, 8th floor, 9/1, R N Mukherjee Road,
Kolkata -700001, West Bengal, India



..... Applicants

SCRUTINIZER'S REPORT

[Pursuant to Sections 108, 110, 230 and 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Ms Mamta Binani

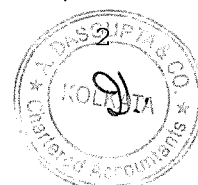
The Chairperson

Meeting of the Secured Creditors of Kesoram Industries Limited

Dear Madam

Re: Report of Scrutinizer on the result of voting by way of poll conducted at the venue in connection with Resolution detailed in the Notice dated 19th June, 2019, convening the Meeting of the Secured Creditors of Kesoram Industries Limited held at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 on 6th August, 2019 at 2:00 P.M. pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench vide order dated the 18th day of June, 2019 in Company Application No. 665 of 2019

I, Indrani Chakraborty, appointed as the Scrutinizer for the Meeting of secured creditors of Kesoram Industries Limited ("the Company") by the Chairperson Ms. Mamta Binani, appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench for the purpose of the Meeting of the Secured Creditors of Kesoram Industries Limited held at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 on Tuesday, the 6th day of August, 2019 at 2.00 P.M. to scrutinize the voting by poll at the meeting on the below mentioned resolution pursuant to the order dated the 18th day of June, 2019 in Company Application No. 665 of 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench (for approval of the Scheme) do



hereby submit my report as under:-

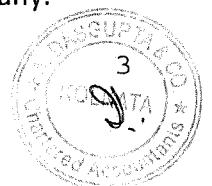
My responsibility as Scrutinizer is to ensure that voting process, in all modes, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on counting of votes cast by Poll Papers.

I submit my report as under:

1. As informed to me, the Company had completed the dispatch of Notice on 5th day of July, 2019, pursuant to Sections 108, 110, 230(4) and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder to its Members whose name(s) appeared on the Register of Secured Creditors as on 31st December, 2018 for determining the entitlement of the secured creditors to vote on the resolution.
2. The requisite advertisement pursuant to Sections 108, 110 & 230 of the Companies Act, 2013 read with rules framed thereunder, was published in the "Financial Express" in English and once in the "Dainik Statesman" in Bengali in their respective issues dated the 4th day of July, 2019.
3. The Company has provided the facility of voting through Poll Paper at the Venue to Members attending the meeting. One empty Ballot Box was locked and sealed by me in the presence of secured creditors and proxies at the Venue.

The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Mr. Shyamapada Acharjee and (2) Mr. Saikat Sarkar and the total number of Poll Papers taken out from the Ballot Box were 9 out of which 0 poll papers were found to be invalid, which were considered for my scrutiny.

4. The Poll Papers were diligently scrutinized and were reconciled with the records maintained by the Company and the authorizations lodged with the Company.



Based on the details of the votes cast by the secured creditors through Poll Papers distributed at the meeting, the results of the voting on the following Resolution, is given below:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Kolkata Bench ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders ("**Scheme**") placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and / or any other authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."



Voting Summary –

(i) Voted **in favour** of the resolution:

Number of secured creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	27,67,65,94,668	100%

(ii) Voted **against** the resolution:

Number of secured creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of secured creditors (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

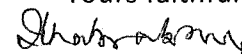
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Kolkata

Dated: 7th day of August, 2019

Yours faithfully,



INDRANI CHAKRABORTY

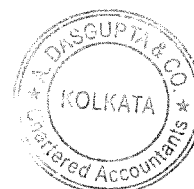
Name and Signature of the Scrutinizer

Partner

Membership No 55708

For & on behalf of A. Dasgupta & Company

Chartered Accountants



Before the National Company Law Tribunal

Kolkata Bench, Kolkata

CA (CAA) No. 665 /KB/ 2019

In the Matter of:

The Companies Act, 2013

And

In the Matter of:

An application under Sections 230 to 232 of the
said Act

And

In the Matter of:

The Companies (Compromises, Arrangements
and

Amalgamations) Rules, 2016

And

In the Matter of:

Kesoram Industries Limited CIN:
L17119WB1919PLC003429, a Company
incorporated under the Indian Companies Act,
1913 having its registered office at Birla
Building, 8th floor, 9/1, R N Mukherjee Road,
Kolkata -700001, West Bengal, India

And

Birla Tyres Limited CIN:
U25209WB2018PLC228915, a Company
incorporated under the Indian Companies Act,
1913 having its registered office at Birla
Building, 8th floor, 9/1, R N Mukherjee Road,
Kolkata -700001, West Bengal, India



..... Applicants

SCRUTINIZER'S REPORT

[Pursuant to Sections 108, 110, 230 and 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Ms Mamta Binani

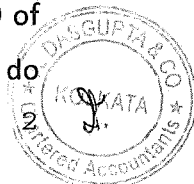
The Chairperson

Meeting of the Unsecured Creditors of Kesoram Industries Limited

Dear Madam

Re: Report of Scrutinizer on the result of voting by way of poll conducted at the venue in connection with Resolution detailed in the Notice dated 19th June, 2019, convening the Meeting of the Unsecured Creditors of Kesoram Industries Limited held at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 on 6th August, 2019 at 3.30 P.M. pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench vide order dated the 18th day of June, 2019 in Company Application No. 665 of 2019

I, Indrani Chakraborty, appointed as the Scrutinizer for the Meeting of unsecured creditors of Kesoram Industries Limited ("the Company") by the Chairperson Ms. Mamta Binani, appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench for the purpose of the Meeting of the Unsecured Creditors of Kesoram Industries Limited held at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 on Tuesday, the 6th day of August, 2019 at 3.30 P.M. to scrutinize the voting by poll at the meeting on the below mentioned resolution pursuant to the order dated the 18th day of June, 2019 in Company Application No. 665 of 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench (for approval of the Scheme) do



hereby submit my report as under:-

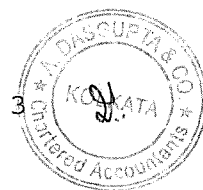
My responsibility as Scrutinizer is to ensure that voting process, in all modes, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on counting of votes cast by Poll Papers.

I submit my report as under:

1. As informed to me, the Company had completed the dispatch of Notice on 5th day of July, 2019, pursuant to Sections 108, 110, 230(4) and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder to its Members whose name(s) appeared on the Register of Unsecured Creditors as on 31st December, 2018 for determining the entitlement of the unsecured creditors to vote on the resolution.
2. The requisite advertisement pursuant to Sections 108, 110 & 230 of the Companies Act, 2013 read with rules framed thereunder, was published in the "Financial Express" in English and once in the "Dainik Statesman" in Bengali in their respective issues dated the 4th day of July, 2019.
3. The Company has provided the facility of voting through Poll Paper at the Venue to Members attending the meeting. One empty Ballot Box was locked and sealed by me in the presence of unsecured creditors and proxies at the Venue.

The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Mr. Brajesh Palsaniya and (2) Mr. Rajnan Sengupta and the total number of Poll Papers taken out from the Ballot Box were 307 out of which 13 poll papers were found to be invalid, which were considered for my scrutiny.

4. The Poll Papers were diligently scrutinized and were reconciled with the records maintained by the Company and the authorizations lodged with the Company.



Based on the details of the votes cast by the unsecured creditors through Poll Papers distributed at the meeting, the results of the voting on the following Resolution, is given below:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Kolkata Bench ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders ("**Scheme**") placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and / or any other authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."



Voting Summary –

(i) Voted in **favour** of the resolution:

Number of unsecured creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
282	2413455774.01	94.74

(ii) Voted **against** the resolution:

Number of unsecured creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	133908889.39	5.26

(iii) Invalid votes :

Total number of unsecured creditors (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	77666691.58

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Kolkata

Dated: 7th August, 2019

Yours faithfully,

Indrani Chakraborty

INDRANI CHAKRABORTY

Name and Signature of the Scrutinizer

Partner

Membership No 55708

For & on behalf of A. Dasgupta & Company
Chartered Accountants

