

KIL/SE/Reg. 44/2022-2023
Dated: 23.02.2023

BSE Ltd. First Floor, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai — 400001	National Stock Exchange of India Ltd. “Exchange Plaza”, Bandra-Kurla Complex, Bandra (E), Mumbai — 400051	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata — 700001
(Equity Scrip Code — 502937) (NCD Scrip Code — 973060)	(Symbol - KESORAMIND)	(Scrip code — 10000020)

Sub: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results of Postal Ballot

Dear Sir / Madam,

This is further to our letter no. KIL/SE/Reg. 30/2022-23 dated January 23, 2023, whereby we had submitted the Postal Ballot Notice for seeking approval of Shareholders to sell/transfer or otherwise dispose off an undertaking comprised in its Hindusthan Heavy Chemicals Unit situated in the state of West Bengal by way of a Special Resolution.

The remote e-Voting period commenced on Tuesday, January 24, 2023 from 9:00 A.M. (IST) and ended on Wednesday, February 22, 2023 at 5:00 P.M. (IST)

In this regard, please note that Ms. Ritu Bajaj (Membership No. FCS 9913) of Messrs. RP & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer for the aforesaid Postal Ballot voting process, has submitted her Report on February 23, 2023.

Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the Special Resolution, as embodied in the Postal Ballot Notice dated January 16, 2023.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results along with Scrutinizer's Report dated February 23, 2023. The same are also being uploaded on the website of the Company at www.kesocorp.com and on the website of NSDL at www.evoting.nsdl.com and will be simultaneously displayed on the Notice Board of the Company at the Registered Office.

You are requested to kindly take the same on record.

Thank you.

Yours faithfully,
For Kesoram Industries Limited

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Gautam Ganguli
Company Secretary

Encl: As above

E-Voting Results of Postal Ballot held from 24.01.2023 to 22.02.2023

Postal Ballot Notice Date				16.01.2023				
Total number of shareholders on record date				1,01,983 (20.01.2023)				
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:				Not Applicable				
Public:				Not Applicable				
No. of shareholders attended the meeting through /video Conferencing:								
Promoters and Promoter Group:				Not Applicable				
Public:				Not Applicable				
Agenda-wise disclosure (to be disclosed seperately for each agenda item)								
Agenda No. 1:To sell / transfer or otherwise dispose off an undertaking of the Company comprised in its Hindusthan Heavy Chemicals unit ("HHC").								
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	134224196	99.56	134224196	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		134224196	99.56	134224196	0	100.00	0.00
Public- Institutions	E-Voting	37133972	538968	1.45	49195	489773	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		538968	1.45	49195	489773	0.00	0.00
Public- Non Institutons	E-Voting	138707627	45762338	32.99	45685350	76988	99.83	0.17
	Poll		0	0.00	0	0	0.00	0.00
	Total		45762338	32.99	45685350	76988	99.83	0.17
Total		310663663	180525502	58.11	179958741	566761	99.69	0.31
Whether Resolution is passed or not							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group since they are interested in the transaction	0
Public Institutions	489773
Public - Non Institutions	0

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SCRUTINIZER'S REPORT

Date: 23rd February, 2023

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

Sub: Scrutinizer Report on Postal Ballot voting (electronic means) in respect of passing of the resolution contained in the notice dated 16th January, 2023, of the Company M/s. Kesoram Industries Limited through Postal Ballot.

Dear Madam,

I, Ritu Bajaj (Membership No. F9913), Proprietor of RP & Associates, Company Secretaries having my office at "DBS House, 10/2 Hungerford Street, Room No-451, Kolkata-700017, have been appointed as the Scrutinizer for postal ballot only by voting through electronic means carried out by the Company as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI - LODR Regulations") read with General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time (hereinafter referred to as "MCA Circulars"), on resolution mentioned in the Notice of Postal Ballot dated 16th January, 2023 in a fair and transparent manner.

Responsibility of the Management

The Management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder including MCA Circulars issued by MCA from time to time. As per the MCA Circulars, the company is advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting.

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by RITU BAJAJ
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The Management of the Company is also responsible for ensuring compliances in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time relating to voting done through the postal ballot and e-voting conducted through electronic voting system on the resolution contained in the Postal Ballot Notice dated 16th January, 2023.

In accordance with the MCA Circulars, the Company has sent the Postal Ballot Notice in electronic form. Accordingly, the communication of the 'assent' and 'dissent' of the members took place through the remote e-voting system only.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the process of postal ballot through remote e-voting is to ensure that the voting process is conducted in a fair and transparent manner and is restricted / limited to issuance of the Scrutinizers' Report on the votes cast as "Assent" or "Dissent" / "For" or "Against" for the special resolution stated in the Notice of Postal Ballot and ascertaining the requisite majority thereon, based on the reports generated from the electronic voting service facility provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company, to provide voting through electronic means i.e., by e-voting.

The Notice along with Explanatory Statement under Section 102 of the Act was sent to the shareholders of the Company through electronic mode to those members whose email addresses were registered with the Company/Depositories as on the cut-off date i.e., 20th January, 2023. Further, the Company vide the Postal Ballot Notice dated 16th January, 2023 had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company by Friday, 17th February, 2023. The shareholders holding shares as on the cut-off date i.e., 20th January, 2023 were entitled to vote on the proposed resolution as set out in the Notice and as mentioned below:

Special resolution to sell/transfer or otherwise dispose off an undertaking of the Company comprised in its Hindusthan Heavy Chemicals Unit ("HHC")

The Company has availed of the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company.

I submit my report as under:

- i. The Company had sent the postal ballot notice (for the process of remote evoting) only through electronic mode to member(s) whose e-mail ID(s) were registered with the Company and whose name(s) appeared on the register of members/List of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 20th January, 2023.

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

- ii. An advertisement regarding notice of Postal Ballot/E-Voting was published in Business Standard (English Edition) and Ekdin (Bengali Edition) dated 24th January, 2023.
- iii. The shareholders have cast their votes through e-voting facility on the designated website URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- iv. The remote e-voting for postal ballot process commenced on Tuesday, 24th January, 2023 (9:00 A.M. IST) and ended on Wednesday, 22nd February, 2023 (5:00 P.M. IST).
- v. All the votes received up to 5:00 PM on 22nd February, 2023, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny. The e-voting was disabled immediately thereafter.
- vi. A total number of 517 shareholders have casted their vote on the e-voting platform.
- vii. The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website www.evoting.nsdl.com of NSDL. The votes were unblocked by me at 5:23 p.m. on 22nd February, 2023, in the presence of two witnesses, who are not in the employment of the Company.
- viii. The Postal Ballot electronic votes, as downloaded from the NSDL website, were duly scrutinized.
- ix. The particulars of postal ballot received from members in electronic voting report generated from NSDL have been entered in a separate Register maintained for the purpose.
- x. The report on results of the remote e-voting for postal ballot process is as under:

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by RITU BAJAJ
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Special resolution to sell/transfer or otherwise dispose off an undertaking of the Company comprised in its Hindusthan Heavy Chemicals unit ("HHC")

Particulars	Physical Voting		Remote e-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	NA	NA	465	179958741	465	179958741	99.96
Dissent	NA	NA	45	76988	45	76988	0.04
Invalid*	NA	NA	7	489773	0	0	-
Total	NA	NA	517	180525502	510	180035729	100.00

** Invalid votes have not been considered in total number of votes casted.*

Based on the aforesaid result, I, report that the Special Resolution as contained in the Postal Ballot Notice dated 16th January, 2023 has been passed with the requisite majority. You may accordingly declare the result of remote e-voting for postal ballot process.

Thanking You,

For RP & Associates
Company Secretaries

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by RITU BAJAJ
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Ritu Bajaj
Proprietor
M.No. : F9913
CP No.: 11933
UDIN: F009913D003187714

Countersigned By
Company Secretary
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GAUTAM GANGULI
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Gautam Ganguli

Date : 23rd February, 2023
Place : Kolkata