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KIL/SH/SS/Postal Ballot/2016 *28th March, 2016*

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)

Dear Sirs,

Please find enclosed herewith voting result of the Postal Ballot pursuant to Notice dated 16th February, 2016, which was declared today. The Scrutiniser's Report dated 28th March, 2016 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

P + 91 33 2243 5453, 2242 9454
+ 91 33 2248 0764, 2213 0441
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

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Voting Results of the Postal Ballot Notice dated 16th February, 2016

Date of the Postal Ballot Notice	**16.02.2016**
Total number of shareholders on record date	**84724 (12.02.2016)**
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 dosclosure (to he disclosed seperately for each agenda item)

Agenda No. 1: Resolution under Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder and applicable subsisting Sectians af the Campanies Act, 1956, as amended, and relevant provisians of the Memorandum and Articles of Association of the Company and any applicable laws, regulatians, guidelines, notifications, circulars and clarifications, subject to necessary approvals, if any, to create, issue, offer and allot up to 7,500,000 Equity Shares af the Campany of face value Rs. 10/- per share of aggregate amount of up to Rs. 90 crores (the "Equity Shares") to Manav investment and Trading Company limited, an unlisted promoter group entity in accordance with the provisions of Chapter VII af the SEBI ICDR Regulations, 2009.

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**		**4,18,57,439**	**82.88**	**4,18,57,439**	**0**	**100.00**	**0.00**
	Poll		**-**	**0.00**	**0**	**0**	**0.00**	**0.00**
	Total	**5,05,04,989**	**4,18,57,439**	**82.88**	**4,18,57,439**	**0**	**100.00**	**0.00**
Public-Institutions	**E-Voting**		**21,11,875**	**17.42**	**21,11,875**	**0**	**100.00**	**0.00**
	Poll		**-**	**0.00**	**0**	**0**	**0.00**	**0.00**
	Total	**1,21,23,994**	**21,11,875**	**17.42**	**21,11,875**	**0**	**100.00**	**0.00**
Puhlic- Non Institutions	**E-Voting**		**49,41,820**	**10.48**	**49,40,172**	**1,648**	**99.97**	**0.03**
	Poll		**3,76,941**	**0.80**	**3,59,297**	**17,644**	**95.32**	**4.68**
	Total	**4,71,39,667**	**53,18,761**	**11.28**	**52,99,469**	**19,292**	**99.64**	**0.36**
Total		**10,97,68,650**	**4,92,88,075**	**44.90**	**4,92,68,783**	**19,292**	**99.96**	**0.04**

Agenda No. 2: Resolution under Sections 42, 62(1)(c) and all other applicable pravisions, if any, af the Companies Act, 2013 and applicable Rules thereunder and applicable suhsisting Sections af the Companies Act, 1956, as amended, and relevant provisions of the Memorandum and Articles of Associatian of the Company and any applicahle laws, regulations, guidelines, notifications, circulars and clarifications, subject to necessary appravals, if any, to create, issue, offer and allot 750,000 Optianally Convertible Redeemable Preference Shares af the Company of face value of Rs. 100/- per share ta Indusind Bank limited, a banking company listed on the Stock Exchanges of an amount up to Rs. 90 crores either convertihle, at the option of the allottee, into Equity Shares within a time frame not exceeding 18 months from the date of allotment or subject to redemption hy the Company at the end of sucb time frame, in accordance with the provisions of Chapter VII af the SEBI ICDR Regulatians, 2009.

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**		**5,04,95,689**	**99.98**	**5,04,95,689**	**0**	**100.00**	**0.00**
	Poll		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	Total	**5,05,04,989**	**5,04,95,689**	**99.98**	**5,04,95,689**	**0**	**100.00**	**0.00**
Public-Institutions	**E-Voting**		**21,11,875**	**17.42**	**21,11,875**	**0**	**100.00**	**0.00**
	Poli		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	Total	**1,21,23,994**	**21,11,875**	**17.42**	**21,11,875**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**		**49,42,250**	**10.48**	**49,40,982**	**1,268**	**99.97**	**0.03**
	Poll		**3,76,941**	**0.80**	**3,60,266**	**16,675**	**95.58**	**4.42**
	Total	**4,71,39,667**	**53,19,191**	**11.28**	**53,01,248**	**17,943**	**99.66**	**0.34**
Total		**10,97,68,650**	**5,79,26,755**	**52.77**	**5,79,08,812**	**17,943**	**99.97**	**0.03**

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KESORAM INDUSTRIES LTD Kol-1

BIRLA GROUP OF COMPANIES

CS SALIL BANERJEE

Commercial Point
Unit 506
79 Lenin Sarani
Kolkata - 700 013
Phone : 32902445

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 16th February, 2016 has appointed me as scrutinizer to conduct the Postal Ballot voting process in respect of two special resolutions set out in the notice dated 16th February, 2016 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 26739 postal ballot forms through registered post on 22ND February, 2016. On the same day 10 postal ballot forms were dispatched through speed post and 30941 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 12th February, 2016. Similarly NSDL had also intimated on 24th February, 2016 the details of such voting through e-mail to 27034 beneficial owners whose e-mail id had been registered with the Company for the purpose of communication.

The Company had made arrangement of e-voting with NSDL. Only 154 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 ... 48909491 [reduced by the votes cast by Manav Investment and Trading Company Limited]

Number of votes cast against ... 1648

Item 2: Issue of Optionally Convertible Redeemable Preference Shares on Preferential basis to IndusInd Bank Limited.

Number of votes cast in favour ... 57548551
Number of votes cast against ... 1268

In the physical mode of voting, response was received from 487 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 12th February, 2016. Out of 487 forms received, 108 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 23RD March, 2016, 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 ... 359292
Number of votes cast against ... 17644

SALIL BANERJEE * KOLKATA * COMPANY SECRETARY CP-1140

e-mail : banerjeesalil@rediffmail.com Fax : 2264-0881

Item 2: Issue of Optionally Convertible Redeemable Preference Shares on Preferential basis to IndusInd Bank Limited.

Number of votes cast in favour ... 360261
Number of votes cast against ... 16675

Taking into consideration both the methods of voting, the final result of the postal ballot is as follows:

	Item 1	%	Item 2	%
Number of votes cast in favour	49268783	99.96	57908812	99.97
Number of votes cast against	19292	0.04	17943	0.03

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

You may accordingly declare the result.

SALIL BANERJEE
COMPANY SECRETARY CP-1140
KOLKATA

SALIL BANERJEE
FCS 2288 CP 1140

March 28, 2016

KESORAM INDUSTRIES LTD.
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