KESORAM
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KIL/SH/SS/Postal Ballot/March-2016 *3rd May, 2016*

The Secretary
BSE Limited
(Listing Department)
25th Floor,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001
India

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)

The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001
India

Dear Sirs,

Please find enclosed herewith voting result of the Postal Ballot pursuant to Notice dated 26th March, 2016, which was declared today. The Scrutiniser's Report dated 2nd May, 2016 is also enclosed hereto.

It is not out of place to mention that the Result is being declared one day in advance as the result process got completed earlier than anticipated.

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

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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

BIRLA GROUP OF COMPANIES

KESORAM
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Voting Results of the Postal Ballot Notice dated 26th March, 2016

Date of the Postal Ballot Notice	**26.03.2016**
Total number of shareholders on record date	**84941 (18.03.2016)**
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 disclosure (to be disclosed seperately for each agenda item)

Agenda No. 1: Resolution under Section 186 and other applicable provisions of the Companies Act, 2013 and other applicable laws or regulations in India, to invest in 50,000 Equity Shares of Cygnet Industries Limited of face value Rs. 10 per shares amounting to Rs 5 Lakhs.

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**		19,02,100	16.04	19,02,100	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1,18,58,248	19,02,100	16.04	19,02,100	0	100.00	0.00
Public- Non Institutions	**E-Voting**		50,96,705	10.75	50,95,498	1,207	99.98	0.02
	Poll		43,009	0.09	42,543	466	98.92	1.08
	Total	4,74,05,413	51,39,714	10.84	51,38,041	1,673	99.97	0.03
Total		10,97,68,650	5,75,37,503	52.42	5,75,35,830	1,673	100.00	0.00

Agenda No. 2: Resolution under Sections 180(1)(a), 188 and other applicable provisions of the Companies Act, 2013 and other applicable laws or regulations in India, to dispose and transfer by way of sale, lease or otherwise, whether through slump sale or any other manner, the whole or substantially the whole of the Company's rayon and transparent paper undertaking to its wholly-owned subsidiary, Cygnet Industries Ltd. ("Cygnet") in such manner as may be determined by the Board, subject to the aggregate consideration not being less than Rs. 480 crore payable in a manner as may be agreed [redacted] to between the Company and Cygnet (including by way of issuance of Equity Shares of Rs. 10 each of Cygnet to the Company, for an amount not exceeding Rs.50 crore).

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**		19,02,100	16.04	19,02,100	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1,18,58,248	19,02,100	16.04	19,02,100	0	100.00	0.00
Public- Non Institutions	**E-Voting**		50,97,785	10.75	50,96,506	1,279	99.97	0.03
	Poll		43,009	0.09	42,252	757	98.24	1.76
	Total	4,74,05,413	51,40,794	10.84	51,38,758	2,036	99.96	0.04
Total		10,97,68,650	5,75,38,583	52.42	5,75,36,547	2,036	100.00	0.00

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CIN - L17119WB1919PLC003429

KESORAM INDUSTRIES LTD. Kol-1

BIRLA GROUP OF COMPANIES

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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 26th March, 2016 has appointed me as scrutinizer to conduct the Postal Ballot as well as e-voting process in respect of two special resolutions set out in the notice dated 26th March, 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 26687 postal ballot forms through registered post on 30th & 31st March, 2016. On 30th March, 2016, 10 postal ballot forms were also dispatched through speed post and 30864 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 18th March, 2016. Similarly NSDL had also intimated on 31st March, 2016 the details of such voting through e-mail to 27380 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 144 shareholders had opted for e-voting. The result of such e-voting as intimated by NSDL is as under:

Item 1: To invest in 50,000 Equity Shares of Cygnet Industries Limited of face value Rs. 10/- per share amounting to Rs. 5 lakhs.

Number of votes cast in favour ... 57493287

Number of votes cast against ... 1207

Item 2: To transfer the Company's Rayon and Transparent Paper undertaking to its wholly-owned subsidiary, Cygnet Industries Limited.

Number of votes cast in favour ... 57494295

Number of votes cast against ... 1279

In the physical mode of voting, response was received from 320 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 18th March, 2016. Out of 320 forms received, 36 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 30th April, 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: To invest in 50,000 Equity Shares of Cygnet Industries Limited of face value Rs. 10/- per share amounting to Rs. 5 lakhs.

Number of votes cast in favour ... 3484495
Number of votes cast against ... 466

SALIL BANERJEE * KOLKATA * COMPANY SECRETARY CP-1140

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

Item 2: To transfer the Company's Rayon and Transparent Paper undertaking to its wholly-owned subsidiary, Cygnet Industries Limited.

Number of votes cast in favour ... 3484204
Number of votes cast against ... 757

There were instances where three members involving **3441952 shares** voted under both the methods of voting. Details of these cases appear in the Register sent separately. In these cases only one method of voting was considered. 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	57535830	100	57536547	100
Number of votes cast against	1673	0.00	2036	0.00

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

You may accordingly declare the result.

SALIL BANERJEE ★ KOLKATA ★ COMPANY SECRETARY · CP-1140

SALIL BANERJEE
FCS 2288 CP 1140

May 2, 2016

KESORAM INDUSTRIES LTD. ★ Kol-1