



Kesoram Industries Limited

Registered Office: 8th floor, Birla Building, 9/1 R N Mukherjee Road, Kolkata -700 001

CIN: L17119WB1919PLC003429

Phone: 2243 5453, 2242 9454, 2248 0764, 2213 0441; **Fax :** 2210 9455

Website: <http://www.kesorampc.com>; **Email:** corporate@kesoram.net

POSTAL BALLOT FORM

Serial No.:

1. Name and Registered address of sole / first named Shareholder

2. Name or name(s) of the joint holder(s) (if any)

3. Registered Folio No./DP ID No. along with Client ID No.*
(* Applicable to investors holding shares in Dematerialized form)

4. No. of shares held

5. I/We hereby exercise my/our votes in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 29th April, 2014 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below.

Item No.	Description	Type of Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution under section 180(1)(c) of the Companies Act, 2013 for increase in borrowing limits not to exceed Rs. 6,000 Crore (Rs. Six Thousand Crore).	Special			
2	Special Resolution under section 180(1)(c) of the Companies Act, 2013 for creation of charges on the moveable or immovable properties of the Company both present and future in respect of borrowings in terms of resolution 1 above.	Special			
3	Special Resolution under section 42 of the Companies Act, 2013 for issuing and allotment on private placement basis up to 10,000 (ten thousand only) Secured Redeemable Non-convertible Debentures of face value of Rs.10,00,000 (Rupees ten lakhs only) each.	Special			

Place: _____
Date: _____
E-voting: _____
[Signature of the Shareholder(s)]

EVEN (E-Voting Event Number)	Log In Id	Password

INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballot Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelopes are sent by any mode at the expense of the shareholder.
2. Shareholder opting for e-Voting should not cast his vote through physical Postal Ballot Form and vice-versa. If a shareholder casted his/her vote through physical Postal Ballot Form as well as via e-Voting, vote casted through e-Voting will be considered valid.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board and the Postal Ballot after casting of vote should be sent as per instructions mentioned in the Notice enclosed.
4. A shareholder need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
5. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified for the purpose in the Notes and Instructions to the attached Notice.
6. Shareholders are requested not to send any other document (other than Resolution/Authority) along with the complete Postal Ballot Form inside the enclosed self-addressed postage prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.

Item No.	Description	Type of Resolution	No. of shares	I/Ve assent to the Resolution (For)	I/Ve dissent to the Resolution (Against)
1	Special Resolution under section 189(1)(c) of the Companies Act, 2013 for increase in borrowing limit not to exceed Rs. 5,000 Crores (Rs. 5000 Crores)	Special			
2	Special Resolution under section 189(1)(c) of the Companies Act, 2013 for creation of charges on the movable or immovable properties of the Company both present and future in respect of borrowings in terms of resolution above.	Special			
3	Special Resolution under section 42 of the Companies Act, 2013 for issuing and allotment of equity shares upto Rs. 10,000 Crores (Ten thousand crore) for the purpose of raising funds for the Company.	Special			

[Signature of the Shareholder(s)]

I have read the instructions and I agree to follow them.	I have read the instructions and I agree to follow them.	I have read the instructions and I agree to follow them.
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Phone: 2243 5453, 2242 9454, 2248 0764, 2213 0441; Fax : 2210 9455

Website: <http://www.kesocorp.com>; Email: corporate@kesoram.net

Dear Shareholder(s),

NOTICE OF POSTAL BALLOT

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, that the Company proposes to pass the following Resolutions through Postal Ballot:

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolutions:

1. **"RESOLVED THAT** in supersession of all earlier Resolutions passed in this behalf and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company, or any Committee thereof, to borrow from time to time all such sums of money as it may deem requisite for the purposes of the business of the Company notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the Company's paid up capital and free reserves, provided that the aggregate of the sums so borrowed shall not exceed Rs. 6,000 Crores (Rupees Six Thousand Crores only) at any one point of time."
2. **"RESOLVED THAT** in supersession of all earlier resolutions passed in this behalf and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof ("the Board"), to charge all or any of the properties of the Company, present and future, and/or on the whole or part of the undertaking(s) of the Company by way of pledge, hypothecation, mortgage, creation of lien or otherwise encumber in the same, in addition to the charge(s) already created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms, as the Board may determine from time to time to secure the sum of moneys borrowed or to be borrowed aggregating up to Rs.6,000 Crores (Rupees Six Thousand Crores only) by the Company from Banks, financial institutions and other lenders."
3. **"RESOLVED THAT** pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 on Private Placement of Securities and Regulations 19 to 22 of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 read with Schedule I thereof, and subject to such other approvals, permissions, consents, as may be necessary in this behalf, the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to issue and allot on private placement basis up to 10,000 (ten thousand only) Secured Redeemable Non-convertible Debentures ("Debentures") of face value of Rs.10,00,000 (Rupees ten lakhs only) each for cash at par aggregating to total of Rs.1,000,00,00,000 (Rupees one thousand crores only) by the Company, in one or more series and in one or more tranches within the same series such that the offer for subscription is made only to specific persons/entities preselected for the purpose who do not exceed fifty (excluding qualified institutional buyers) in number at a time and do not exceed two hundred in the aggregate within the current Financial Year 2014-15 ending on 31 March 2015, on *inter-alia* the following terms and conditions:-

1. Mode of Offer:

Through issuance of Private Placement Offer Letter in the prescribed Form PAS-4 under Rule 14(1) of the Companies (Prospectus & Allotment) Rules, 2014 and Schedule I of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 where the offer for any series is made without tranches.

Where the offer for any series is made with two or more tranches, the Private Placement Offer Letter shall be a Shelf Document to be called Shelf Private Placement Offer Letter. The Shelf Document shall have a maximum shelf life of 180 days from the date of issue until allotment of debentures for all tranches; provided, however, the gap between the date of issue and the date of allotment for each tranche shall not exceed 60 days.

The Offer Letter in either case shall be accompanied by an Application Form serially numbered and addressed specifically to the person/entity to whom the offer is made and shall be sent to such person/entity, either in writing or in electronic mode, within 30 (thirty) days of recording the names of such person/entity, and this shall be undertaken prior to the invitation to subscribe. Each Offeree shall receive the Offer by name, and a complete record of such Offer shall be kept by the Company and necessary information shall be filed with the Registrar within 30 (thirty) days of the circulation of the relevant Offer Letter. Provided however, in case of a shelf document, for every tranche it shall be necessary to file an updated Offer Letter containing details of the private placement and material changes, if any, in the information with the concerned stock exchange(s) and the complete record of the offer for each tranche kept by the Company and filed with the Registrar.

2. Total amount of issue in the aggregate within the Financial Year 2014-15:

Rs.1,000,00,00,000 (Rupees one hundred crores only) in one or more series, with each series not extending beyond a period of 180 (one hundred eighty) days from the date of the issue and each tranche within each series not extending beyond 60 (sixty) days from the date of the issue and the date of allotment. The Board shall have the authority to decide on the quantum of the debentures to be issued for each series and for each tranche therein in its absolute discretion. Provided, however, the Board shall, prior to issuance of debenture for each series and each tranche, ensure that the authority of the Company by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 has been obtained.

3. Rate of Interest:

The Debentures will bear interest at such rate as the Board may, in consultation with its Finance and Banking Committee, from time to time determine, provided the maximum rate of interest so offered shall not exceed 13% per annum. The term for interest compounding, the period for payment and other terms in relation thereto shall be decided by the Board or any Committee thereof specifically entrusted by the Board.

4. Maturity Period:

The Debentures shall have a maturity period of such term as the Board in consultation with the Finance and Banking Committee may from time to time decide, provided however that the maximum maturity period shall not exceed 120 (one hundred twenty) months from the date of allotment.

5. Issue Price:

Rs.10,00,000 (Rupees ten lakh only) each.

6. Security:

The Debentures issued shall be secured in such manner and with such asset coverage as the Board may from time to time before issuance of each series of Debenture so decide, provided however that prior to creation of any such security the Board shall ensure that necessary authority of the Company by way of Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge has been obtained. The Board shall also comply with requisite provisions relating to the appointment of Debenture Trustee(s), creation of security, registration of charge, payment of stamp duty on Debentures and all other formalities as may be necessary for the credit of Debentures to the account of the investors.

7. Listing:

The Debentures may be listed in one or more stock exchanges as may be decided by the Board.

8. Issuance in dematerialised or electronic mode:

The Debentures shall be issued in dematerialised or electronic mode and shall be credited to the respective demat account of the investors upon allotment within such time and in such manner as is prescribed, and the same shall be treated as necessary intimation for allotment to the investors. No separate formal letter of allotment need be issued.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts and deeds in relation to the issue of Debentures in terms of this Resolution on private placement basis and take decisions on all matters concerning the same, including, if necessary, delegate upon its issuance all or any activity pertaining to it to any Committee or any person or persons so authorised by it in this behalf."

By Order of the Board

Gautam Ganguli
Company Secretary

Place: Kolkata

Date: 29th April, 2014

NOTES AND INSTRUCTIONS:

1. A Statement, as required under section 102 the Companies Act, 2013, in respect of the business specified above is annexed.
2. As per Section 110(1) of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice is proposed to be passed by Postal Ballot. The items of business may be transacted also through electronic voting system and the company is providing facility for voting by electronic means as specified more fully in clauses 17 & 18 hereunder.
3. The Board has appointed Mr. Salil Banerjee, Practising Company Secretary, as the Scrutiniser for conducting the Postal Ballot voting process in accordance with law in a fair and transparent manner.
4. Shareholders can exercise their voting rights either by using the attached Postal Ballot Form or through electronic means. No other form or photocopy of the attached Form will be permitted. The physical Postal Ballot Form, duly completed, signed and sealed, should be returned in the enclosed self-addressed, postage paid envelope directly to the Scrutinizer so as to reach him before 6 p.m. on 24th June, 2014. Since response received from any Shareholder after 6 p.m. on 24th June, 2014, shall be treated as if no response has been received from him, Shareholders are requested to send the duly completed Postal Ballot Form well before this date allowing sufficient time for postal transit.
5. Envelopes containing the Postal Ballot Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelopes are sent by any mode at the expense of the Shareholder.
6. The attached self-addressed envelope bears the name and address of the Scrutiniser appointed by the Board and the postal ballot after casting of vote should be put inside the same and the envelope duly sealed.
7. The Notice for the Postal Ballot will also be available on the Company's website <http://www.kesocorp.com> and the website of The National Securities Depository Limited ("NSDL") at <http://www.evoting.nsdl.com>.
8. The physical Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Company. In case shares are jointly held, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. Holders of Power of Attorney (PoA) on behalf of a Shareholder may vote on the Postal Ballot mentioning the Registration No. of the PoA registered with the Company or attach notarially attested copy of the PoA. Unsigned Postal Ballot Forms will be rejected.
9. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants ("DPs"). The signature should be verified by their Bankers/ DPs by affixing a rubber stamp / seal mentioning name and address of the Banker/ DP and name, stamp and signature of the Authorised Signatory.
10. Voting shall be reckoned in relation to a Shareholder's holding of the Paid-up Equity Share Capital of the Company as at close of business on 9 May 2014.
11. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a Certified Copy of Board Resolution/ Authority and, preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Postal Ballot Form.
12. Shareholders are requested not to send any document (other than the Resolution/ Authority as mentioned in item no.8 and 11 above) along with the completed Postal Ballot Form inside the enclosed self-addressed pre paid envelope, as all such envelopes without opening will be sent to the Scrutiniser. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutiniser.
13. There will be only one Postal Ballot Form for each Folio/ Client Id. Exercise of vote through Postal Ballot is not permitted through proxy.
14. Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
15. The Scrutiniser will submit his Report to the Company after completion of scrutiny of Postal Ballot Forms. The result of the Postal Ballot will be announced at 5 p.m. on 28th June, 2014 at the Registered Office of the Company. The results will be hosted on the website of the Company www.kesocorp.com along with Scrutiniser's Report.
16. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-Voting), shall be deemed to have been duly passed at a general meeting convened in that behalf on the date of the announcement of the result as aforesaid on 28th June 2014. The Scrutiniser's decision on the validity of a completed Postal Ballot Form shall be final.

17. The Company is also providing the facility of casting votes through electronic voting system ("e-Voting") under the arrangement with The National Securities Depository Limited ("NSDL") and will also consider votes cast through the e-Voting system while declaring the results of the Postal Ballot.

18. For those Shareholders opting for e-Voting, the process and manner of e-Voting will be as follows:

A. Instructions for e-Voting for Shareholders receiving email from NSDL-

- i. Read the e-mail and open the attached PDF file giving your Client Id (in case shares held in demat form) and Folio No. (in case shares held in physical mode) as default password. The attachment contains your "User Id" and "Password" for e-Voting. Please note that password is an initial password.
- ii. Launch the Internet Browser by logging in <http://www.evoting.nsdl.com> on the address bar. The home screen will be displayed, select the Shareholder "login" name. Enter the login details viz. User Id and password as are provided at the bottom of the Postal Ballot Form sent to you by email.
- iii. On the first login, you will need to change the password. In case you have earlier logged in at www.evoting.nsdl.com for exercising your votes in respect of postal ballot of any other company and you have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. On successful login, you have to select the "EVEN" (E Voting Event Number) given on the Postal Ballot Form for casting your vote.
- v. Cast your vote by selecting the appropriate option and click on "submit" and also "confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed. Once you have voted on the Resolution, you will not be allowed to modify your vote.
- vi. The e-Voting period commences on Monday, 26 May 2014 at 10 a.m. and closes at 6 p.m. on Tuesday, 24 June 2014. The e-Voting module will be disabled thereafter by NSDL.
- vii. In case of any queries, you may refer to the frequently asked questions (FAQ) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com or contact NSDL on their Telephone no. 022-24994600.
- viii. Institutional Shareholders (i.e. those other than individuals, HUFs, etc) are requested to send scanned copies (PDF/JPEG Format) of relevant Board Resolution / Authority letter together with attested specimen signatures of the duly authorized signatory/ies authorized to vote to the Scrutiniser through e-mail at salil.banerjee@gmail.com.
- ix. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future.

B. Instructions for e-Voting for Shareholders other than in (A) above-

- i. Initial "User Id" and "Password" are provided at the bottom of the Postal Ballot Form sent to you by post. Please follow the steps (ii) to (vii) above to cast your vote through e-Voting.

Any query relating to the voting through Postal Ballot including voting by electronic means should be addressed to Mr. Gautam Ganguli, Company Secretary, Kesoram Industries Limited, Birla Building, 9/1 R N Mukherjee Road, Kolkata-700 001, e-mail: gg@kesoram.net.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1 & 2

The Company is expanding and will continue to expand its manufacturing and marketing capacities. Consequently, there may be need to increase the Company's aggregate borrowings. The Board, therefore, through an enabling Resolution, proposes to enhance the Company's borrowing limits under Section 180(1)(c) of the Companies Act, 2013 by a Special Resolution.

Since the proposed ceiling on borrowing exceeds the Company's Paid-up Capital and Free Reserves (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), the enabling Resolution under Item 1 of the attached Notice is proposed for Shareholder approval through Special Resolution.

The Special Resolution proposed under Item 2 of the attached Notice is also an enabling one and is intended to obtain the consent of Shareholders under Section 180(1)(a) of the Companies Act, 2013 to charge all or any of the properties of the Company, present and future, and/or on the whole or part of the undertaking(s) of the Company by way of pledge,

hypothecation, mortgage, creation of lien or otherwise encumber in the same, in addition to the charge(s) already created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms, as the Board may determine from time to time to secure the sum of moneys borrowed or to be borrowed aggregating up to Rs.6,000 Crores (Rupees Six Thousand Crores only) by the Company from Banks, financial institutions and other lenders."

The Shareholders, through Ordinary Resolutions, had accorded their consent to identical Resolutions at the Company's Ninety-third Annual General Meeting held on 11th July, 2012. Since Section 180 of the Companies Act, 2013, notified with effect from 12th September, 2013, mandates Shareholder approval to such proposals through Special Resolutions, it is necessary to propose these Resolutions once again for shareholders approval as Special Resolutions.

Although the Board is aware that a Central Government General Circular dated 25th March, 2014 validates Ordinary Resolutions that have already been passed on these matters for a period of one year, effective 12th September, 2013, it wishes, none the less, to recommend to Shareholders for approval, through Postal Ballot, the Special Resolutions set out under Items 1 and 2 of the attached Notice.

No Director or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolutions. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company.

Item No.3

As a part of measures to further strengthen its funds position, the Company proposes to issue, on private placement basis, Secured Non-convertible Debentures. Proceeds from the proposed Debenture issue will be utilised for general corporate purposes which will include augmentation of long term working capital, capital expenditure as well as debt repayment. To this end, therefore, the Board proposes to issue not more than 10,000 (ten thousand only) Secured Redeemable Non-convertible Debentures ("Debentures") of face value Rs.10,00,000 (Rupees ten lakhs only) each for cash at par totalling Rs.1,000,00,00,000 (Rupees one thousand crores only) within the Financial Year 2014-15, in one or more series and in one or more tranches within the same series such that the Offer for subscription to Debentures is made as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The Company may list the Debentures so issued on one or more Stock Exchanges following prescriptions under the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ["SEBI Debt Regulations"].

The broad terms of issue of Debentures are indicated in the Resolution set out under Item 3 of the attached Notice and necessary authority is also proposed to be given to the Board (including any Committee thereof) to take the required decisions in relation thereto.

The Special Resolution set out under Item 3 of the attached Notice is, therefore, proposed as per Rule 14 of the Companies (Prospectus and Allotment) Rules 2014 and Regulation 73 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 1999 to the extent applicable.

There is no proposal at present for any of the Company's directors, promoters, key managerial personnel or their relatives to subscribe to the Debentures and no Offer is presently proposed to be made to them. Should, however, it be deemed necessary to make an offer to any such person, the Company shall comply with laws that would be applicable. The issue of Debentures to any such person shall not in any manner change the shareholding pattern of the Company since the Debentures are not convertible and shall be redeemed on maturity.

The Board commends the Special Resolution incorporated under Item 3 of the attached Notice to Shareholders for approval.

No Director or Key Managerial Person or their relatives are in any way interested or concerned in the proposed Resolution. As per the Proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Special Resolutions do not relate to or affect any other company.

By Order of the Board

Gautam Ganguli
Company Secretary

Place: Kolkata
Date: 29th April, 2014

CORRIGENDUM

The attention of shareholders is drawn to the Notice of Postal Ballot dated 29th April, 2014.

Please read the words "Rupees one hundred crores only" in the first line of point no. 2 appearing on page no. 2 of Resolution no. 3 as "Rupees one thousand crores only".

We apologise for the typographical error that has occurred during the course of printing.

Place: Kolkata

Date: 22nd May, 2014

For KESORAM INDUSTRIES LIMITED

Gautam Ganguli
Company Secretary