

**Voting Results of Annual General Meeting held on 29th June, 2017**

Date of the AGM	29.06.2017
Total number of shareholders on record date	91701 (22.06.2017)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	1952
No. of shareholders attended the meeting through /video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

**Agenda-wise disclosure (to be disclosed separately for each agenda item)**

**Agenda No. 1: Adoption of Audited Financial Statements and Reports of Director's and Auditors thereon for the year ended 31st March, 2017 as well as the Audited Consolidated Financial Statements and Report of the Auditors thereon for the year ended 31st March, 2017.**

Resolution required: (Ordinary/Special)				Ordinary				
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	57642346	57633046	99.98	57633046	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57995689	99.98	57995689	0	100.00	0.00
Public-Institutions	E-Voting	11498598	7377546	64.16	7377546	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	7377546	64.16	7377546	0	100.00	0.00
Public- Non Institutions	E-Voting	47464961	4985327	10.50	4985327	0	100.00	0.00
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285429	11.07	5285429	0	100.00	0.00
<b>Total</b>		<b>117268650</b>	<b>70658664</b>	<b>60.25</b>	<b>70658664</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Agenda No. 2: Approval to the re-appointment of Vinay Shah, as a Director, retiring by rotation.**

Resolution required: (Ordinary/Special)				Ordinary				
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	57642346	57633046	99.98	57633046	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57995689	99.98	57995689	0	100.00	0.00
Public-Institutions	E-Voting	11498598	7377546	64.16	4983817	2393729	67.55	32.45
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	7377546	64.16	4983817	2393729	67.55	32.45
Public- Non Institutions	E-Voting	47464961	4985431	10.50	4985002	429	99.99	0.01
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285533	11.07	5285104	429	99.99	0.01
<b>Total</b>		<b>117268650</b>	<b>70658768</b>	<b>60.25</b>	<b>68264610</b>	<b>2394158</b>	<b>96.61</b>	<b>3.39</b>



**Agenda No. 3: Appointment of Statutory Auditors and fix their remuneration.**

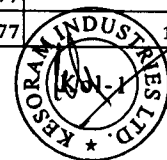
Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. 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	57642346	57633046	99.98	57633046	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57995689	99.98	57995689	0	100.00	0.00
Public-Institutions	E-Voting	11498598	7377546	64.16	7377546	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	7377546	64.16	7377546	0	100.00	0.00
Public- Non Institutons	E-Voting	47464961	4985331	10.50	4985191	140	100.00	0.00
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285433	11.07	5285293	140	100.00	0.00
Total		117268650	70658668	60.25	70658528	140	100.00	0.00

**Agenda No. 4: Ratification of remuneration payable to Cost Auditors for the Financial Year 2016-17.**

Resolution required: (Ordinary/Special)				Ordinary				
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	57642346	57633046	99.98	57633046	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57995689	99.98	57995689	0	100.00	0.00
Public-Institutions	E-Voting	11498598	7377546	64.16	7377546	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	7377546	64.16	7377546	0	100.00	0.00
Public- Non Institutons	E-Voting	47464961	4985131	10.50	4984933	198	100.00	0.00
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285233	11.07	5285035	198	100.00	0.00
Total		117268650	70658468	60.25	70658270	198	100.00	0.00

**Agenda No. 5: Approval to the increase in remuneration to Manjeshree Khaitan, Eecutive Vice Chairperson for the period 01.04.2017 to 04.02.2018.**

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	57642346	56912888	98.73	56912888	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57275531	98.74	57275531	0	100.00	0.00
Public-Institutions	E-Voting	11498598	2393729	20.82	2393729	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	2393729	20.82	2393729	0	100.00	0.00
Public- Non Institutons	E-Voting	47464961	4985130	10.50	4984753	377	99.99	0.01
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285232	11.07	5284855	377	99.99	0.01
Total		117268650	64954492	55.39	64954115	377	100.00	0.00



**Agenda No. 6: Approval to the re-appointment and remuneration to Manjeshree Khaitan, Executive Vice Chairperson for the year 05.02.2018 to 04.02.2020.**

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	57642346	56912888	98.73	56912888	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57275531	98.74	57275531	0	100.00	0.00
Public-Institutions	E-Voting	11498598	2393729	20.82	706123	1687606	29.50	70.50
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	2393729	20.82	706123	1687606	29.50	70.50
Public- Non Institutons	E-Voting	47464961	4985127	10.50	4984808	319	99.99	0.01
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285229	11.07	5284910	319	99.99	0.01
Total		117268650	64954489	55.39	63266564	1687925	97.40	2.60

**Agenda No. 7: Approval to the appoinement and remuneration to Tridib Kumar Das, Whole-time Director for the period of three years effective 01.04.2017.**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the				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	57642346	57633046	99.98	57633046	0	100.00	0.00
	Poll	362643	362643	100.00	362643	0	100.00	0.00
	Total	58004989	57995689	99.98	57995689	0	100.00	0.00
Public-Institutions	E-Voting	11498598	2393729	20.82	706123	1687606	29.50	70.50
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	11498598	2393729	20.82	706123	1687606	29.50	70.50
Public- Non Institutons	E-Voting	47464961	4985127	10.50	4984735	392	99.99	0.01
	Poll	300102	300102	100.00	300102	0	100.00	0.00
	Total	47765063	5285229	11.07	5284837	392	99.99	0.01
Total		117268650	65674647	56.00	63986649	1687998	97.43	2.57



### Report of Scrutinizer

Chairperson of the  
 98<sup>th</sup> Annual General Meeting of the  
 Equity Shareholders of KESORAM INDUSTRIES LIMITED  
 Held on 29<sup>th</sup> day of June, 2017 at 11 A.M.

Madam,

I, SALIL BANERJEE, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the ANNUAL GENERAL meeting of the Equity Shareholders of KESORAM INDUSTRIES LIMITED, held on 29<sup>th</sup> June, 2017 at "Kala-Kunj" (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata – 700 017, as also for e-voting process for the same purpose, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. After the conclusion of voting at the general meeting, the votes cast through remote e-voting were unblocked in the presence of two witnesses not in the employment of the company.
4. During the scrutiny it appeared that one shareholder having 910922 shares had voted under both the methods. Accordingly the physical vote of such shareholder was not considered.
5. The result thereafter, is as under:

**(a) Resolution No.1 – Adoption of (i) Audited Financial Statements and Report of Auditors & Directors thereon for the year ended 31<sup>st</sup> March, 2017 and (ii) Audited Consolidated Financial Statements & Report of Auditors thereon for the year ended 31<sup>st</sup> March, 2017**

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100
E- Voting	136	69995919	100
Total	148	70658664	100

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**(b) Resolution No.2 – Approval of the re-appointment of Vinay Sah, a director retiring by rotation.**

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100
E- Voting	124	67601865	96.58
Total	136	68264610	96.58

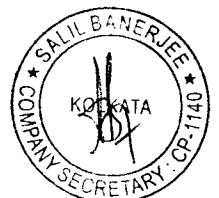
(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	14	2394158	3.42
Total	14	2394158	3.42

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**(c) Resolution No.3 – Appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants (Firm Regn. No. 302009E) Bengal Intelligent Park, Building Alpha, 3rd Floor, Block EP & GP, Sector V, Salt Lake Electronic Complex, Kolkata -700 091, West Bengal, as Auditors of**



the Company, to hold office from the conclusion of the Ninety-eighth Annual General Meeting, for a term of five years, on such remuneration plus taxes and actual out of pocket expenses as may be fixed by the Board of Directors of the Company, from time to time.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100
E- Voting	135	69995783	99.99
Total	147	70658528	99.99

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	2	140	0.01
Total	2	140	0.01

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**(d) Resolution No.4** – Ratification and confirmation of the Remuneration payable to the Cost Auditors (excluding applicable Service Taxes and payment/reimbursement of travelling and other out of pocket expenses) for conducting the audit of the Company cost accounting records for the Financial Year 2016 -17.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100
E- Voting	132	69995525	99.99
Total	144	70658270	99.99



(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	4	198	0.01
Total	4	198	0.01

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**(e) Resolution No.5 – Approval of the payment of remuneration to Manjushree Khaitan (DIN 00055898), a Whole-time Director, for the period commencing from 1st April, 2017 to 4th February, 2018, upon terms and remuneration as specified in the said resolution.**

(i) Voted in favour of the resolution:

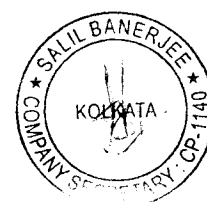
	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100
E- Voting	125	64291370	99.99
Total	137	64954115	99.99

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	7	377	0.01
Total	7	377	0.01

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



**(f) Resolution No.6** – Re-appointment of Manjushree Khaitan (DIN 00055898), as a Whole-time Director of the Company, designated as Executive Vice Chairperson or such other designation as may be decided by the Board, for a period of two years effective 5th February, 2018 and payment of remuneration to her for this period, upon terms and remuneration as specified in the said resolution.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100
E- Voting	124	62603819	97.37
Total	136	63266564	97.37

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	8	1687925	2.63
Total	8	1687925	2.63

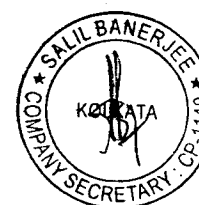
(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**(g) Resolution No.7** – Appointment of Tridib Kumar Das (DIN 01063824), as a Whole-time Director of the Company, for a period of three years effective 1st April, 2017 and payment of remuneration to him for this period, upon terms and remuneration as specified in the said resolution.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	12	662745	100.00
E- Voting	123	63323904	97.40
Total	135	63986649	97.40





(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	-	-	-
E- Voting	10	1687998	2.60
Total	10	1687998	2.60

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

6. A txt. File containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is being sent separately.
7. The poll papers and all other relevant records are being sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

Place: KOLKATA  
Dated: 30<sup>th</sup> June, 2017



  
SALIL BANERJEE  
(Scrutinizer)

