



# KESORAM INDUSTRIES LIMITED

CIN : L17119WB1919PLC003429

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

Phone : +91 033-2243 5453 / 2242 9454; Fax : +91 033-2210 9455

Website : www.kesocorp.com; Email : corporate@kesoram.net; sharedepartment@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 & Client ID No.\* :  
(\*Applicable to investors holding shares  
in Dematerialized form)
  
4. No. of share(s) held :
  
5. I/We hereby exercise my/our votes in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 10<sup>th</sup> January, 2018 of the Company by sending my/our assent or dissent to the said Special Resolutions 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.	Issue of Equity Shares on Preferential Basis to Manav Investment and Trading Company Limited	Special			
2.	Issue of Convertible Warrants on Preferential Basis to Manav Investment and Trading Company Limited	Special			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of the shareholder(s)

### E-Voting :

EVEN (E-Voting Event Number)	LOGIN ID	PASSWORD

Note : Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, assent or dissent of the shareholders in respect of the resolution contained in the postal ballot notice dated 10<sup>th</sup> January, 2018 is being sought through the postal ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send the duly completed form in the enclosed self addressed postage prepaid envelope. The envelope bears the name of Salil Banerjee, practicing Company Secretary, appointed as the Scrutiniser by the Board of Directors of the Company (the "**Board**").
3. Postage on the envelope is borne by the Company. However, envelopes containing postal ballot form, if sent by courier or by registered post at the expense of the shareholder will also be accepted. The postal ballot(s) may also be deposited personally at the Company's Registered Office at 8<sup>th</sup> Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001 ("**Registered Office**").
4. The envelope containing the postal ballot form should reach the Scrutiniser not later than **5:00 p.m. on Monday, the 12<sup>th</sup> March 2018**. A postal ballot form received after this date and time will be strictly treated as if, the reply from the shareholder has not been received.
5. A shareholder has to convey his/her assent or dissent in the postal ballot form only. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the columns will render the Form invalid.
6. In case of joint holding, the postal ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in the absence of such Member, by the next named joint-holder. A member may sign the postal ballot form through an attorney; in such case, the registration number of the Power of Attorney registered with the Company shall be mentioned or a notarised/certified true copy of the Power of Attorney should be attached to the postal ballot form. There will be only one postal ballot form for every folio irrespective of the number of joint shareholder(s).
7. In case of shares held by companies, trusts, societies, AOPs, etc., a duly completed postal ballot form should be signed by its authorised signatory. In such cases the duly completed postal ballot form should also be accompanied by a certified copy of the Board Resolution/authorisation together with the specimen signature(s) of the duly authorised signatory(ies).
8. A shareholder needs neither to use all his/her votes nor cast all his/her votes in the same way.
9. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed postal ballot form will be rejected. The postal ballot shall not be exercised by a proxy.
10. Notwithstanding anything mentioned elsewhere under these instructions, a postal ballot form shall be considered invalid if :
  - (a) A form other than one issued by the company has been used;
  - (b) It has not been signed by or on behalf of the shareholder;
  - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
  - (d) It is not possible to determine without any doubt the assent or dissent of the shareholder;
  - (e) Neither assent nor dissent is mentioned;
  - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
  - (g) The envelope containing the postal ballot form is received after the last date prescribed;
  - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - (j) Shareholder has made any amendment to the resolution or imposed any condition while exercising his/her vote.
11. A postal ballot form which is otherwise complete in all respects and is lodged within the date and time specified in Point 4 above but is undated shall be considered valid.
12. The Scrutiniser's decision on the validity of postal ballot form will be final.
13. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder as on **5<sup>th</sup> January, 2018**.
14. A member may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutiniser not later than the date and time specified in point 4 above.
15. Members are requested not to send any other paper along with the postal ballot form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
16. The resolutions, if assented by requisite majority, shall be considered to have been passed on **Monday, the 12<sup>th</sup> March, 2018** (i.e. the last date of receipt of completed postal ballot form and e-Voting).
17. E-Voting :- The Company is pleased to provide e-Voting facility as an alternate method of voting to all the shareholders of the Company to enable them to cast their votes electronically instead of through physical postal ballot form. E-Voting is optional. Detailed e-Voting instructions are given under Note No. 18 of the postal ballot notice dated **10<sup>th</sup> January, 2018**. **The e-Voting window is open from 9:00 a.m. on Sunday, the 11<sup>th</sup> February, 2018 till 5:00 p.m. on Monday, the 12<sup>th</sup> March, 2018**. In case a member has voted through e-Voting facility, he/she does not need to send the physical postal ballot form. In case a member casts his vote through e-Voting facility, as well as, sends his/her vote through physical postal ballot, the vote cast through physical postal ballot shall NOT be considered and the voting through e-Voting shall only be considered by the Scrutiniser. Members are requested to refer to the postal ballot notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.