



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; shareddepartment@kesoram.net



POSTAL BALLOT FORM

Serial No.

1. Name and Registered address of :
sole/ first named Member
(IN BLOCK LETTERS)

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
Dematerialised form)

4. No. of share(s) held :

5. I/We hereby exercise my/our votes in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated 19th June, 2019 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

| Description | No. of shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|--|---------------|-------------------------------------|--|
| Resolution for approval of scheme of Arrangement pursuant to the provisions of Sections 230 and 232 and other applicable provisions of Companies Act, 2013 | | | |

Place : _____

Date : _____

Signature of the shareholder(s) /
Authorised Representative

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | LOGIN ID | PASSWORD |
|---------------------------------|----------|----------|
| | | |

- NOTES :**
- (i) If the voting rights are exercised electronically, there is no need to use this form.
 - (ii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. Shareholder(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send the same to the Scrutinizer, Mr. Arun Gupta (Membership no.060892), Chartered Accountant in whole-time practice, c/o, Kesoram Industries Limited in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or by any other mode at the expense of the Shareholder(s) will also be accepted.
2. The self-addressed business reply envelopes bear the name and postal address of the Scrutinizer appointed by the National Company Law Tribunal.
3. This Postal Ballot Form should be completed and signed by the Shareholder, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. The signature should match with the specimen signature registered with the Company's Registrar & Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
4. In case of Members other than individuals (such as companies, trusts, societies etc.), a specific Board Resolution/Authorisation, duly certified to be a true copy with the specimen signature(s) of the authorized signatory(ies) duly attested authorizing the said person(s) to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case the registration number of Power of Attorney be provided or an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. Postal Ballot form bearing (✓) in both the columns will render the form invalid. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of despatch of the notice. Postal Ballot Form received after 5.00 p.m. on Monday, the 5th day of August, 2019 will not be counted for the purposes of passing of the resolution and be strictly treated as if the reply from such Shareholder(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
 - (a) It has not been signed by or on behalf of the shareholder;
 - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
 - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
 - (d) Neither assent nor dissent is mentioned;
 - (e) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
 - (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (g) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - (h) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
10. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Shareholder whose name appears in the Register of Members/Record of Depositories as on Friday, the 21st day of June, 2019 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as being sent for intimation only.
11. A Shareholder may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
12. There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s). If two postal ballot forms are received from the same shareholder, the postal ballot form received first shall only be considered for the purpose of determining majority.
13. A member neither needs to use all his/her votes nor needs to cast all his/her votes on the Resolution.
14. No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in instruction no. 4 above) should be sent in the self-addressed postage pre-paid envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope. Photocopies of the Postal Ballot Form will not be permitted.
15. The exercise of vote by Postal Ballot is not permitted through proxy.
16. Scrutinizer's decision on the validity of the Postal Ballot shall be final.
17. For any query connected with the Resolution proposed to be passed by means of Postal Ballot including voting by electronic means, the members may contact Gautam Ganguli, Company Secretary by sending email to gg@kesoram.net or call at +91 33 2243 5453 between 10.00 a.m. to 12.00 noon on working days.
18. 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. 31 of the notice dated 19th June, 2019. The e-Voting window is open from 9:00 AM on Sunday, the 7th day of July 2019 till 5:00 PM on Monday, the 5th day of August, 2019. In case a member casts his vote through e-Voting facility, as well as, sends his/her vote through physical postal ballot, the vote casted through physical postal ballot shall NOT be considered and the voting through e-Voting only shall be considered by the Scrutiniser. Members are requested to refer to the notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.