

KIL/SE/Reg 30/2024-25

Date: 20<sup>th</sup> September, 2024

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	National Stock Exchange of India Ltd. “Exchange Plaza”, Plot no. C/1, G. Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700001
(Equity Scrip Code – 502937)	(NSE Symbol – KESORAMIND)	(CSE Scrip code – 10000020)

**Sub: Scrutinizer’s Report of the Meeting of Equity Shareholders of Kesoram Industries Limited convened pursuant to the order dated 7<sup>th</sup> August, 2024 of the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”)**

**Ref.: In the matter of Composite Scheme of Arrangement amongst Kesoram Industries Limited (“Demerged Company” or “Company”) and UltraTech Cement Limited (“Resulting Company”) and their respective shareholders and creditors (“Scheme”)**

Dear Sirs,

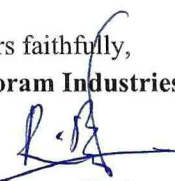
A Meeting of the Equity Shareholders of the Company was held on Friday, 20<sup>th</sup> September, 2024 at 10:30 a.m. (IST) through video conferencing / other audio-visual means pursuant to the order dated 7<sup>th</sup> August, 2024 of the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”) and in accordance with the relevant regulatory provisions, rules and circulars.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the meeting. The Hon’ble Tribunal had appointed Mr. Anjan Kumar Roy, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the meeting. The Scrutinizer’s Report dated 20<sup>th</sup> September, 2024 is attached.

We further inform that the resolution as set out in the Notice of the meeting has been duly approved by the shareholders by requisite majority.

Thanking you,

Yours faithfully,  
**Kesoram Industries Limited**

  
**Raghuram Nath**  
Company Secretary



Encl: as above

**FORM No. MGT-13**

**Report of Scrutinizer**

**[Pursuant to rule 21 of the Companies (Management and Administration) Rules, 2014  
read with other applicable provisions of the Companies Act, 2013]**

To

Ms. Urmila Chakraborty (Advocate)

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Board Tribunal, Kolkata Bench ("The NCLT") for convening meeting of Equity Shareholders of Kesoram Industries Limited (Demerged Company).

**Sub: Report of the Scrutinizer on the results of voting of the meeting of Equity Shareholders of Kesoram Industries Limited convened as per the order of the Hon'ble National Company Law Tribunal, Kolkata Bench dated 7<sup>th</sup> August, 2024 on Friday, 20<sup>th</sup> September, 2024 at 10:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in respect of approving the composite scheme of Arrangement between Kesoram Industries Limited ("Demerged Company") and UltraTech Cement Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme")**

Madam,

I, Anjan Kumar Roy, a Company Secretary in Practice, holding Membership No. FCS 5684 and Certificate of Practice No. C.P. 4557 issued by The Institute of Company Secretaries of India, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Division Bench, Court No. II at Kolkata ("The NCLT"), to scrutinize the votes cast by Equity Shareholders of Kesoram Industries Limited (Demerged Company) (hereinafter to be referred as "**the Company**") by remote e-Voting and e-Voting during the meeting, held on 20<sup>th</sup> September, 2024, pursuant to the order dated 7<sup>th</sup> August, 2024 of the NCLT in the matter of Company Application (CAA) No. 150/KB/2024 and in the matter of Kesoram Industries Limited. I submit my report hereunder:

- (a) I have received a copy of the notice dated 19<sup>th</sup> August, 2024 issued by the Chairperson of the meeting. I have also received a copy of the confirmation that the notice of the meeting has been sent on 19<sup>th</sup> August, 2024 to all Equity Shareholders, whose names existed on the register of members of the Company as on 14<sup>th</sup> August, 2024, at the e-mail address registered with the Company/ Depositories. I have also found that the aforesaid notice of the meeting together with the notes/instructions has been posted by the company at its website <https://www.kesocorp.com>.

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in). Mobile Ph Nos. 9830201949/9831891949.



**ANJAN KUMAR ROY & CO**

**COMPANY SECRETARIES**

**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684F001262775

(b) I have been provided with the copies of the advertisements containing the notice of the meeting and I find that the notice of the meeting has been published in the following newspapers:

- a) Business Standard in English Edition dated 20<sup>th</sup> September, 2024.
- b) Ekdin in Bengali Edition dated 20<sup>th</sup> September, 2024.
- c) Aajkal in Bengali Edition dated 21<sup>st</sup> September, 2024.

(c) I have been informed by the company that 102 numbers of Equity Shareholders were present at the meeting through Video Conference / Other Audio-Visual Means and the said number being more than thirty, I understand that the meeting had the requisite Quorum, as per the aforesaid order dated 7<sup>th</sup> August, 2024.

(d) That to the best of my knowledge, the Shareholders of the Company as on the "cut-off" date (Friday, 13<sup>th</sup> September, 2024) were entitled to vote on the resolution as set out in the Notice of the meeting of Equity Shareholders of the Company.

(e) That to the best of my understanding the remote e-Voting was open from 9.00 A.M. on 16<sup>th</sup> September, 2024 to 5.00 P.M. on 19<sup>th</sup> September, 2024.

(f) That to the best of my understanding the remote e-Voting facility in respect of the aforesaid meeting of the Company at the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where remote e-Voting facility was provided, was blocked after 5.00 P.M. on 19<sup>th</sup> September, 2024.

(g) The meeting started at 10.30 A.M. The e-Voting at the meeting started at 11.10 A.M. and was concluded at 11.40 A.M. on 20<sup>th</sup> September, 2024. A facility to cast vote by e-Voting was provided to those members, who were present in the said meeting through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolution through remote e-Voting and such facility was available upto 30 minutes after the conclusion of the aforesaid meeting.

(h) That the data of Remote e-Voting and e-Voting at the portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 11.48 A.M. on 20<sup>th</sup> September, 2024, that is after the e-Voting at the aforesaid meeting was completed. The said e-Voting data was unblocked by me in the presence of the following persons:

- a. Saurabh Jha *Saurabh Jha*
- b. Yashmin Khatoon *Yashmin Khatoon*

who are not in the employment of the Company.



Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in). Mobile Ph Nos. 9830201949/9831891949.

**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684F001262775

- (i) The data of e-Voting, containing the detail of votes cast by Remote e-Voting mode and e-Voting at the meeting has been downloaded from the aforesaid portal of National Securities Depository Limited, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote e-Voting and e-Voting during the meeting.

I now submit my report as under on the result of the remote e-Voting and e-Voting in respect of the resolution proposed in the Notice of the meeting.

**Resolution**

To consider and approve the proposed Composite Scheme of Arrangement between Kesoram Industries Limited (Demerged Company) and UltraTech Cement Limited (Resulting Company) and their respective shareholders and creditors.

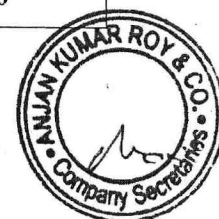
- i. Vote cast by all equity shareholders (including Promoter and Promoter Group, Related parties, Subsidiaries and Associates of Promoter and Promoter Group):

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%) of total number of votes cast
Voted in favour of the Resolution	514	22,73,63,588	99.9995
Voted against the Resolution	15	1,163	00.0005
<b>Total</b>	<b>529</b>	<b>22,73,64,751</b>	<b>100</b>

- ii. Vote cast by all public equity shareholders (excluding Promoter and Promoter Group, Related parties, Subsidiaries and Associates of Promoter and Promoter Group) as required under SEBI Circular dated June 20, 2023:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%) of total number of votes cast
Voted in favour of the Resolution	502	9,43,80,496	99.9988
Voted against the Resolution	15	1,163	00.0012
<b>Total</b>	<b>517</b>	<b>9,43,81,659</b>	<b>100</b>

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in). Mobile Ph Nos. 9830201949/9831891949.





**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684F001262775

**Result**

Based on the aforesaid results, I report that the resolution as contained in the notice of the meeting has been passed with requisite majority.


The relevant records relating to remote e-voting and e-voting at the meeting are under our safe custody and will be handed over to the Chairperson of the meeting of the Equity Shareholders of the Company which will be subsequently handed over to the Company for records and safe keeping.

**Note:** One of the promoters having 3 numbers of folios has been considered as one shareholder.

Place: Kolkata

Date: 20<sup>th</sup> September, 2024

FOR, ANJAN KUMAR ROY & CO.  
Company Secretaries

  
ANJAN KUMAR ROY  
FCS 5684

C.O.P. No. 4557

C.O.P. Unique Code: I2002WB282300

UDIN: F005684F001262775

Peer Review Certificate No.: 869/2020

Firm Unique Code: S2002WB051400



Certified to be True Copy

Kesoram Industries Limited

  
Company Secretary