

RAJEEV GOEL & ASSOCIATES

Advocates and Solicitors

REPORT OF SCRUTINIZER ON POSTAL BALLOT (INCLUDING E-VOTING)

To,
The Chairman
KAMDHENU LIMITED
Regd. Office: A-1112 & A-1114
RIICO Industrial Area, Phase III
Bhiwadi Alwar, Rajasthan-301019

Dear Sir,

Kamdhenu Limited (hereinafter referred to as "**the Company**"), a company incorporated under the provisions of the Companies Act, 1956, and having its Registered Office at A-1112 & A-1114, RIICO Industrial Area Phase-III Bhiwadi Alwar, Rajasthan, 301019 forwarded the following businesses to its members for approval by voting through Postal Ballot and e-voting process:

1. The shifting of Registered Office of the Company from the state of Rajasthan to the State of Haryana.
2. To consider and approve the amendment in "Kamdhenu Employee Stock Option Scheme 2017" (ESOS, 2017).
3. To consider and designate Mr. Satish Kumar Agarwal as Chairman & Managing Director of the Company and continuation of his appointment even after attaining the age of 70 years for a period of 3 consecutive years with effect from 1st April, 2020 upto 31st March, 2023.

The Company has appointed Mr. Praveen Kumar Bharti, LL.B, ACS, of M/s. Rajeev Goel & Associates. Advocates & Solicitors, Delhi, as the Scrutinizer for the purpose of conducting the Postal Ballot voting process.

The Shareholders were provided option to exercise their vote either electronically or by way of Physical postal ballot form. Pursuant to the provisions of the Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Company has availed e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot Form by post. For this purpose, the Company had engaged the services of Kfin Technologies Private Limited for the purpose of providing e-voting facility to all its members.

The voting rights of the shareholders was determined in proportion to their shares of the paid-up



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Equity share capital of the Company, as on the cut-off date being 7th February, 2020. Voting period commenced on and from 18th February, 2020 at 9.00 A.M. and ended on 18th March, 2020 at 5 P.M.

Management's Responsibility:

The Management of the Company is responsible to ensure compliances with the requirement of the relevant provisions of the Companies Act, 2013, Rules made thereunder, the SEBI (LODR) Regulations, 2015 and other applicable provisions of law.

Scrutinizer's Responsibility:

The responsibility of the Scrutinizer is restricted to preparation of the Scrutinizer's Report based on the votes cast by the shareholders in respect of the resolution contained in the Postal ballot Notice. The Scrutinizer Report is based on the verification of the data provided by Kfin Technologies Private Limited from the e-voting system and the postal ballots received till 5 P.M. on 18th March, 2020.

The undersigned, accordingly, report as under:

As per the report received from Kfin Technologies Private Limited, total 60 (Sixty) members casted their votes. 44 (forty four) casted electronically and 16 postal ballot forms were received physically in Item No. 1, 2 and 3.

I have verified and scrutinized all the ballot papers/ e-voting and compiled the voting pattern, as Follows:

Item No. 1: Shifting of Registered Office of the Company from the State of Rajasthan to the State of Haryana						
	E-Votes		Physical Voting		Total	
	No. of Shareholder	No. of Votes	No. of Shareholder	No. of Votes	No. of Shareholder	No. of Votes
Total Votes Cast	44	17659387	16	196	60	17659583
Total Valid Votes	44	17659387	16	196	60	17659583
Total Invalid Votes	0	0	0	0	0	0
Total Votes in favour of Resolution	44	17659387	4	135	48	17659522
Total Votes against the Resolution	0	0	12	61	12	61



Item No. 2: The amendment in “Kamdhenu Employee Stock Option Scheme 2017” (ESOS, 2017)						
	E-Votes		Physical Voting		Total	
	No. of Shareholder	No. of Votes	No. of Shareholder	No. of Votes	No. of Shareholder	No. of Votes
Total Votes Cast	44	17659387	16	196	60	17659583
Total Valid Votes	43	17659377	16	196	59	17659573
Total Invalid Votes	1	10	0	0	1	10
Total Votes in favour of Resolution	41	17366217	4	135	45	17366352
Total Votes against the Resolution	2	293160	12	61	14	293221

Item No. 3: Designate Mr. Satish Kumar Agarwal as Chairman & Managing Director of the Company and continuation of his appointment even after attaining the age of 70 years for a period of 3 consecutive years with effect from 1st April, 2020 upto 31st March, 2023.

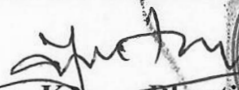
	E-Votes		Physical Voting		Total	
	No. of Shareholder	No. of Votes	No. of Shareholder	No. of Votes	No. of Shareholder	No. of Votes
Total Votes Cast	44	17659387	16	196	60	17659583
Total Valid Votes	44	17659387	16	196	60	17659583
Total Invalid Votes	0	0	0	0	0	0
Total Votes in favour of Resolution	43	17659377	3	130	46	17659507
Total Votes against the Resolution	1	10	13	66	14	76



Accordingly, in view of the aforesaid voting pattern, the result may be declared by the Company in respect of the item no. 1, 2 and 3 of the Postal Ballot Notice dated 31st January, 2020.

Thanking You,

**For Rajeev Goel & Associates
Advocates & Solicitors**


Praveen Kumar Bharti
LLB, ACS
Advocate



Date: 19th March, 2020
Place: Delhi