



KAMDHENU LIMITED

(Formerly known as Kamdhenu Ispat Limited)

2nd Floor, Tower - A, Building No. 9, DLF Cyber City, Phase - III, Gurgaon
Pin: 122002, (Haryana) Phone: - 0124 - 4604500, Fax: 0124 - 4218524
E-mail: kamdhenu@kamdhenulimited.com, website: www.kamdhenulimited.com

29th September, 2017

To,
The Manager- Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai-400 051

To,
The Manager- Listing
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Ref: Security Code: KAMDHENU

Ref: Security Code: 532741

Subject: Outcome and Voting Results of 23rd Annual General Meeting (AGM) held on 29th September, 2017.

Dear sir,

This is to inform you that the 23rd Annual General Meeting (AGM) of the Company was held on Friday, 29th September, 2017 at 1:00 P.M at Hotel Mapple Emerald, NH-8, Rajokari, New Delhi-110038.

- Pursuant to Regulation 30, read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that all the items given in the Notice of Annual General Meeting dated 30.05.2017 have been approved with requisite majority by the shareholders of the Company. The mode of voting was poll/e-voting. The Proceedings of the 23rd Annual General Meeting is enclosed herewith as Annexure I.
- Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results, in the format as prescribed, of the aforesaid items are enclosed herewith as Annexure - II. Also find enclosed herewith the Scrutinizer's Report on remote e-voting and voting at the Annual general Meeting as Annexure -III.

You are requested to kindly take the same on your record.

Thanking you,
Yours faithfully,

For Kamdhenu Limited,

(Jogeswar Mohanty)
Company Secretary & Compliance Officer



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2nd Floor, Tower - A, Building No. 9, DLF Cyber City, Phase - III, Gurgaon
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ANNEX-I

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF KAMDHENU LIMITED HELD ON FRIDAY, 29TH SEPTEMBER, 2017 AT 01:00 P.M. AT HOTEL MAPPLE EMERALD, NH-8, RAJOKARI, NEW DELHI-110038

Sitting on the dais :

- | | | |
|------------------------------|---|--|
| 1. Mr. Satish Kumar Agarwal | - | Chairman |
| 2. Mr. Sunil Kumar Agarwal | - | Whole Time Director |
| 3. Mr. Saurabh Agarwal | - | Whole Time Director |
| 4. Mr. Sachin Agarwal | - | Whole Time Director |
| 5. Mr. Mahendra Kumar Doogar | - | Independent Director |
| 6. Mr. Harish Kumar Agarwal | - | Chief Financial Officer |
| 7. Mr. Jogeswar Mohanty | - | Company Secretary |
| 8. Mr. Rakesh Kumar Gupta | - | Representing S. Singhal & Company,
Statutory Auditors. |
| 9. Mr. Rupesh Agarwal | - | Representing Chandrasekaran Associates,
Secretarial Auditors. |

In Attendance:

Mr. Sanjay Kumar representative from Karvy Computershare Pvt. Ltd., RTA.

Members Attendance:


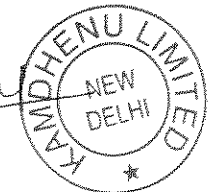
Total 134 Members were personally present in the meeting and none represented by proxies.

Statutory Registers were available during the meeting for inspection by the members

Mr. Satish Kumar Agarwal, Chairman of the board of directors, took the chair and welcomed the members to the 23rd Annual General Meeting of the Company.

Introducing those sitting on the dais, he welcomed the Directors present.

Chairman acknowledged the presence of Mr. Rakesh Kumar Gupta representing S. Singhal & Company, Statutory Auditors, Mr. Rupesh Agarwal Representing Chandrasekaran Associates, Secretarial Auditors and Mr. Shashikant Tiwari from Chandrasekaran Associates and Mr. Sanjay Kumar, representative from RTA.

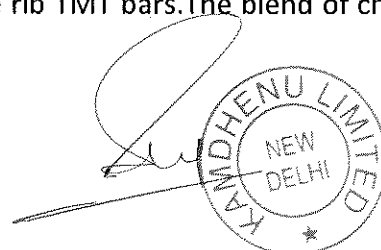



The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary, Scrutinizer and RTA that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

Chairman stated that the Companies Act, 2013 and Rules notified there under has been made effective from April, 2014. Therefore the proceedings of the Annual General Meeting shall be carried out as per the requirements of the Companies Act, 2013 and Rules made thereunder.

Thereafter, the Chairman delivered his speech, the highlights of which are recorded hereafter.

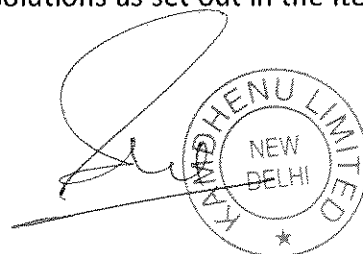
- Chairman presented the Annual Report of Kamdhenu Limited for the Financial Year 2016-17.
- Despite the challenging market environment, Company delivered another year of sustained growth and strong results behind a sharpened focus on winning with consumers, shareholders and better utilization of available resources.
- Amidst demonetization and sluggish growth of the industry, Kamdhenu Limited has been able to script a success story in the last fiscal year. At a time when most manufacturers struggled to create demand for their products, your company registered a net profit of Rs. 983 lakhs compared to last year's net profit of Rs. 815 lakhs. The board of directors has recommended a dividend of 8% on the paid up capital, for the financial year 2016-17 subject to approval of the shareholders.
- Infrastructure development is one important area taken-up by the government keeping in mind the future growth of the Indian economy. Company is of the view that this initiative will boost construction activity thereby increasing the demand for steel.
- Our country is foreseeing a record allocation of Rs. 3.96 trillion to infrastructure sector. This will turn the spotlight on reinforced structures like ports, roads and other areas like affordable housing, physical infrastructure thereby providing necessary momentum to the steel sector to meet its growth targets.
- Company has developed latest tools and technology that enable us to deliver products that meet their diverse customer requirements.
- Kamdhenu TMT is the highest selling TMT rebar in the country. Recently, the Company launched one of its most innovative product Kamdhenu Nxt, the next generation interlock steel, in the market. The product promises to deliver the best value for money to our value conscious / price sensitive customers. We are already offering Kamdhenu SS10000 which is a celebrated product among the premium users of double rib TMT bars. The blend of chemical



and mechanical properties of this product is at par with national and international standards of quality like that of British Standard B500C.

- Under Franchisee Business model, Company offers franchisees, mainly in the un-organised sector, our brand name, and assistance in technology, quality and consistency besides marketing support. This model is a win-win for us and our franchisees which ultimately benefits the customer, who gains the most by getting top quality products at reasonable price. Franchisee business model has not only enabled us to scale up our steel business considerable but is also helping franchisee partners earn premium on their produce. We have strengthened our manufacturing footprint by increasing our manufacturing units to 70 by the end of FY17.
- During our 22 years of continuous growth, Company have built strong distribution network of more than 8500 dealers and distributors. Our mission is to maintain the standards that have built our reputation, develop new products to meet advancing needs, and continue providing the products and services our customers have come to trust.
- Our channel partners and dealers have played key role in company's success. Company treat them as an individual and a member of Kamdhenu family. Company therefore incentivize and support channel partners to ignite sales' success. Recently, Kamdhenu Paints organized a celebrity studded event called "Target Ka Badshah" to encourage channel partners. Your company also gave away attractive awards to winning channel partners in different categories during the event.
- Indian Paint industry is a growing sector and its linkage with our country's economic growth is strong. In order to ramp-up paints business, we are focusing on secondary sales support as well. Company have set-up a registration center for painters besides installation of more than 1000 tinting machines at the dealers' locations across India.
- Kamdhenu Limited is responsible and accountable to the society and environment it exists in. As a corporate initiative, Company has embarked upon massive CSR programme of educational, health and environmental development endeavors through Kamdhenu Jeevandhara to play a bigger role for the needy and impoverished segment of society.

The Chairman stated that Company has provided the facility of Electronic Voting to the members to participate in the Annual General Meeting which is a welcome step and clearly directed towards greater inclusiveness and encouraging more members to vote. As Company has provided the facility of Electronic Voting, it is obligatory to provide similar voting rights to members present personally or through proxy. The poll will be ordered for voting on all resolutions as set out in the Item No 1 to 6 of the Notice of 23rd Annual General Meeting.



The Chairman concluded his speech by expressing his heartfelt gratitude for invaluable support and the confidence reposed in the Company by shareholders, bankers, financial institutions, dealers, distributors, franchisee associates, staff, officials of the Central and State Governments, and most importantly consumers. He also thanked all the Members of the Board in providing necessary guidance from time to time in successfully running the operations of the Company.

Thereafter, Chairman took up the formal proceeding of the meeting. With concurrence of the members, the Notice of the 23rd Annual General Meeting together with financial statements, Directors Report and Auditors Report were taken as read.

Chairman stated that it was obligatory to provide voting rights to the members present personally or through proxies at the Annual General Meeting to vote in proportion to the shares held by them. He further stated that poll will be ordered for the voting on all the resolutions of ordinary and special business as set out in Item No. 1 to 6 of the Notice of 23rd Annual General Meeting.

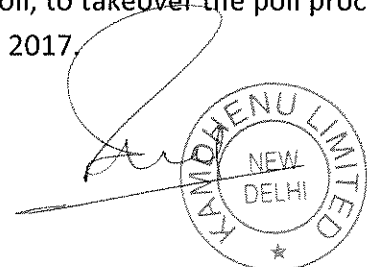
Before formally ordering poll, the Chairman invited members to ask questions to the Board of Directors or to make their comments, give suggestions and seek clarifications, if any, on the agenda items as set out in Item No. 1 to 6 set out in the Notice of the Annual General Meeting. Many questions were put by members which was duly addressed by the Chairman, Chairman of Audit Committee, Statutory Auditors and Chief Financial Officer.

The members congratulated the Chairman and Board of Directors for good performance of the Company. They expressed happiness over the working of the Company, quality of products offered and there acceptance all over the country and appreciated the efficient shareholders services. Responding to the queries and comments from the members, Chairman thanked them for the appreciation and answered the queries.

The Chairman then ordered the poll on all resolutions set out in Item No. 1 to 6 of the Notice of Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the poll to be taken immediately after closure of the meeting at the same venue. The scrutinizer for polling Mr. Rupesh Agarwal, will independently carry out the voting in a fair and transparent manner.

Sharing the manner in which the results will be compiled, the Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll, postal ballot in favour and against a resolution with the electronic votes in favour or against the same resolution. He declared that the on receipt of the srutinizer report on the poll to be conducted, the results of the voting will be declared on or before 5:00 P.M. on 30th September, 2017. The results shall be intimated to the Stock Exchanges and shall also be uploaded on Company's website "www.kamdhenulimited.com" and shall be available at the registered office of the Company.

Then he invited Mr. Rupesh Agarwal, scrutinizer appointed for poll, to takeover the poll proceedings and submit his report on or before 5:00 P.M. on 30th September, 2017.



Thanking all the members for their participation, suggestions and comments, Chairman announced the formal closure of the 22nd Annual General Meeting of Company at 2:00 P.M.

Conduct of Poll

Mr. Rupesh Agarwal, scrutinizer appointed for poll, conducted the poll which included distribution of polling papers, showing empty polling box to members and locking the empty polling box in presence of members. After ensuring that all the members and proxies participating in the poll has casted their votes, the scrutinizer closed the poll at around 3:00 P.M. The scrutinizer then took the custody of the polling box.

Result of the Electronic voting and the poll on the Ordinary and the Special Businesses at the Annual General Meeting

On the basis of scrutinizers report for electronic voting and the scrutinizers report dated 29th September, 2017 for the poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 29th September, 2016 that all the resolutions as set out in Item No. 1 to 6 in the Notice of 23rd Annual General Meeting of the Company, have been duly passed by requisite majority.

The result of the Remote e-voting as well as physical ballot is as under:

ORDINARY BUSINESS(ES)

Resolution No. 1- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31stMarch 2017, including audited Balance Sheet as at 31st March 2017 and Statement of Profit and Loss Account & Cash Flow Statement for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon.(Ordinary Resolution)

a) Votes in favour of resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

c) Invalid votes:

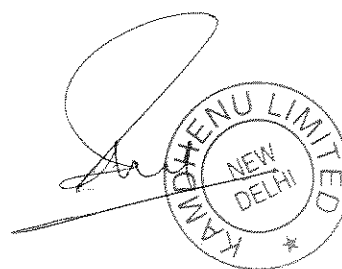
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

The resolution passed with requisite majority.

Resolution No. 2-To declare a dividend of Rs. 0.80/- per Equity Share having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March 2017. (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

The resolution passed with requisite majority.

Resolution No. 3- To appoint a Director in place of Mr.SaurabhAgarwal (DIN: 00005970), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00



The image shows a handwritten signature in blue ink over a circular stamp. The stamp contains the text "KAMDHENU LIMITED" around the top edge, "NEW DELHI" in the center, and a small star at the bottom. The signature appears to be "Saurabh Agarwal".

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

c) Invalid votes:

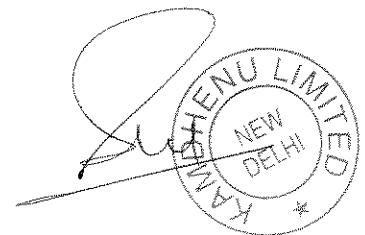
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

The resolution passed with requisite majority.

Resolution No. 4-To appoint a Director in place of Mr. Sachin Agarwal (DIN: 01188710), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

c) Invalid votes:

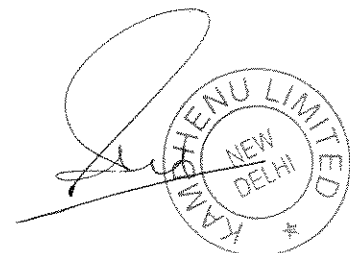
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

The resolution passed with requisite majority.

Resolution No. 5-To appoint M/s BSD & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S) as Statutory Auditors of the Company (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	33	1,72,57,847	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	99	1,72,68,267	100.00



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	1	200	0.00
Poll	66	10,420	10,420	-	-	-
Total	100	1,72,68,467	1,72,68,467	1	200	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

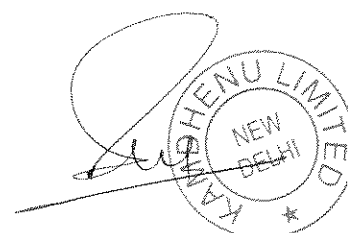
The resolution passed with requisite majority.

SPECIAL BUSINESS

Resolution No. 6-To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018:(Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	33	1,72,57,847	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	99	1,72,68,267	100.00



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	1	200	0.00
Poll	66	10,420	10,420	-	-	-
Total	100	1,72,68,467	1,72,68,467	1	200	0.00

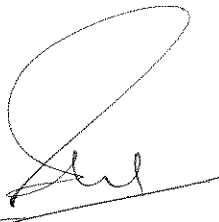
c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

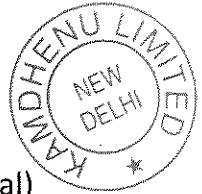
The resolution passed with requisite majority.

Date: 29.09.2017

Place: New Delhi


(Satish Kumar Agarwal)

Chairman & Managing Director
DIN: 00005981



FORMAT FOR VOTING RESULTS

Date of AGM/EGM	September 29, 2017	
Total number of shareholders on record date	9450	
No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group:	17
	Public:	117
No. of shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group:	NIL
	Public:	NIL

Agenda:	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, including audited Balance Sheet as at 31st March 2017 and Statement of Profit and Loss Account & Cash Flow Statement for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	16290887	16290887	100	16290887	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	16290887	16290887	100	16290887	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	967160	967160	100	967160	0	100	0
	Poll	10420	10420	100	10420	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	977580	977580	100	977580	0	100	0
Total		17268467	17268467	100	17268467	0	100	0

KAMDHENU LIMITED
NEW DELHI

FORMAT FOR VOTING RESULTS

Date of AGM/EGM	September 29, 2017
Total number of shareholders on record date	9450
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	117
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Agenda:	To declare a dividend of Rs. 0.80/- per Equity Share having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March 2017
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	16290887	16290887	100	16290887	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	16290887	16290887	100	16290887	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	967160	967160	100	967160	0	100	0
	Poll	10420	10420	100	10420	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	977580	977580	100	977580	0	100	0
Total		17268467	17268467	100	17268467	0	100	0

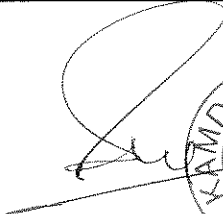
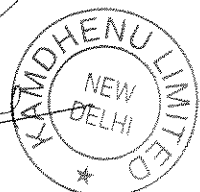



FORMAT FOR VOTING RESULTS

Date of AGM/EGM	September 29, 2017
Total number of shareholders on record date	9450
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	117
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Agenda:	To appoint a Director in place of Mr.SaurabhAgarwal (DIN: 00005970), who retires by rotation and being eligible, offers himself for re-appointment.
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	16290887	16290887	100	16290887	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	16290887	16290887	100	16290887	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	967160	967160	100	967160	0	100	0
	Poll	10420	10420	100	10420	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	977580	977580	100	977580	0	100	0
Total		17268467	17268467	100	17268467	0	100	0

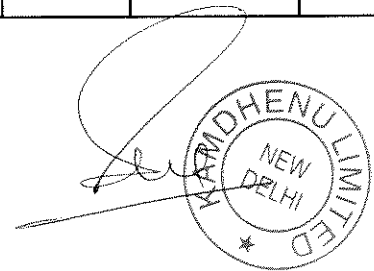



FORMAT FOR VOTING RESULTS

Date of AGM/EGM	September 29, 2017
Total number of shareholders on record date	9450
No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group: 17 Public: 117
No. of shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group: NIL Public: NIL

Agenda:	To appoint a Director in place of Mr. Sachin Agarwal (DIN: 01188710), who retires by rotation and being eligible, offers himself for re-appointment.
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	16290887	16290887	100	16290887	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	16290887	16290887	100	16290887	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	967160	967160	100	967160	0	100	0
	Poll	10420	10420	100	10420	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	977580	977580	100	977580	0	100	0
Total		17268467	17268467	100	17268467	0	100	0

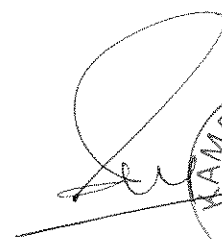



FORMAT FOR VOTING RESULTS

Date of AGM/EGM	September 29, 2017
Total number of shareholders on record date	9450
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	117
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Agenda:	To appoint M/s BSD & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S) as Statutory Auditors of the Company
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	16290887	16290887	100	16290887	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	16290887	16290887	100	16290887	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	967160	967160	100	966960	200	100	0
	Poll	10420	10420	100	10420	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	977580	977580	100	977380	200	0	0
Total		17268467	17268467	100	17268267	200	100	0

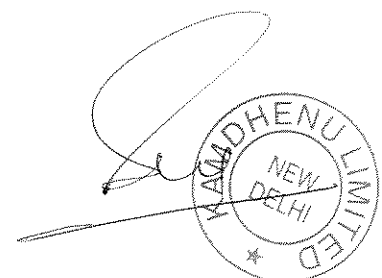



FORMAT FOR VOTING RESULTS

Date of AGM/EGM	September 29, 2017
Total number of shareholders on record date	9450
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	117
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Agenda:	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	16290887	16290887	100	16290887	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	16290887	16290887	100	16290887	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	967160	967160	100	966960	200	100	0
	Poll	10420	10420	100	10420	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	977580	977580	100	977380	200	0	0
Total		17268467	17268467	100	17268267	200	100	0



Scrutinizer's Report on remote e-voting and voting by Poll at the Annual General meeting

To,
The Chairman
23rd Annual General Meeting of the Members of
Kamdhenu Limited [Formerly known as Kamdhenu Ispat Limited]

Date of Meeting: 29th September, 2017
Day of Meeting: Friday
Time of Meeting: At 01:00 P.M.
Venue of the Meeting: Hotel Mapple Emerald, NH-8, Rajokari, New Delhi-110038.

Dear Sir,

I, Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, Company Secretaries having its office at 11F, Pocket IV, Mayur Vihar Phase -I New Delhi-110091, was appointed as Scrutinizer of M/s Kamdhenu Limited [Formerly known as Kamdhenu Ispat Limited] ("Company") for remote e-voting ("e-voting") and voting through polling/ballot papers at the 23rd Annual General Meeting ("AGM") in respect of the below mentioned resolutions considered at AGM of the Company as per Notice dated 30th May, 2017 ("AGM Notice")

The AGM Notice convening the AGM along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013 ("Act") dated was sent to the shareholders by 2nd September, 2017 in respect of the proposed resolutions considered at AGM of the Company held on Friday, 29th September, 2017.

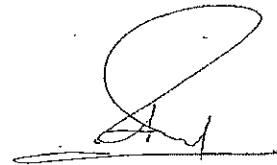
The Company has availed the e-voting facilities offered by Karvy Computershare Private Limited for conducting e-voting by the equity shareholders of the Company.

The remote e-voting period remained open from Tuesday, 26th September, 2017 (9:00 A.M. IST) and concluded on Thursday, 28th September, 2017 (5:00 P.M. IST).

The shareholders holding shares as at the closing of business hours on Friday, 22nd September, 2017 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the remote e-voting and poll at the AGM.



Signed by Scrutinizer



Counter signed by Chairman

Further, the Chairman announced the voting through polling/ballot paper at the Meeting for the Shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting.

After the time fixed for voting through polling/ballot paper at AGM venue, i.e. between 2:00 P.M. to 3:00 P.M., ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

Subsequently e-voting module was unblocked on Friday, 29th September 2017 around 3:03 P.M. in the presence of two witnesses Ms. Akansha Goel R/o, F-8/23, Krishna Nagar, Delhi-110051 and Mr. Anuj Kumar R/o B-47, Gall No 13, Jagatpuri Ext. Delhi-110093, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Akansha Goel

Name: Akansha Goel

Anuj

Name: Anuj Kumar

Our report is based on register of voting, i.e. vote cast through remote e-voting and voting through polling/ballot papers at the AGM.

The votes casted through ballot papers and e-voting which were incomplete and/ or otherwise found defective have been treated as invalid.

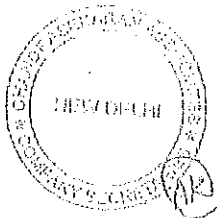
The Management of the Company is responsible to ensure compliance with requirements of the Act and Rules made thereunder relating to remote e-voting and voting through polling/ ballot paper at the AGM on the resolution contained in the AGM Notice.

My responsibility as scrutinizor for the polling through ballot paper is to conduct the same in fair and transparent manner & e-voting is to make a scrutinizor report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of the Karvy Computershare Private Limited for the e-voting process and further based on the votes cast through polling/ ballot paper at the AGM, we now submit our combined report (e-voting and voting through polling/ballot paper) as under:

[Signature]

Signed by Scrutinizer



[Signature]

Counter signed by Chairman

1. The result of the voting as per aforesaid Register Is as under:

ORDINARY BUSINESS (ES)

Resolution No. 1- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, including audited Balance Sheet as at 31st March 2017 and Statement of Profit and Loss Account & Cash Flow Statement for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

a) Votes in favour of resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00

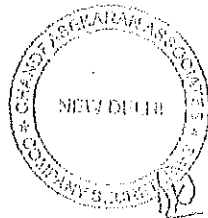
b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

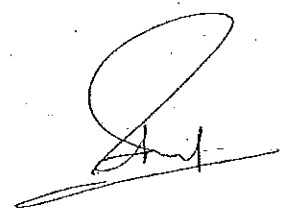
c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0


Signed by Scrutinizer



Counter signed by Chairman



Resolution No. 2- To declare a dividend of Rs. 0.80/- per Equity Share having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March 2017. (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00

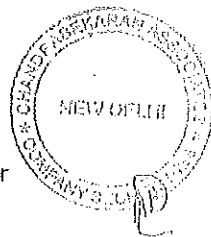
b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

Signed by Scrutinizer



Counter signed by Chairman

Resolution No. 3- To appoint a Director in place of Mr. Saurabh Agarwal (DIN: 00005970), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00

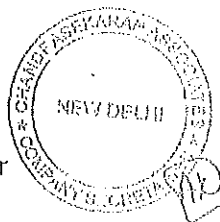
b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

Signed by Scrutinizer



Counter signed by Chairman

Resolution No. 4- To appoint a Director in place of Mr. Sachin Agarwal (DIN: 01188710), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

a) Voted In favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	34	1,72,58,047	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	100	1,72,68,467	100.00



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	0	0	0.00
Poll	66	10,420	10,420	0	0	0.00
Total	100	1,72,68,467	1,72,68,467	0	0	0.00


c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

Signed by Scrutinizer

Counter signed by Chairman



Resolution No. 5- To appoint M/s BSD & Co, Chartered Accountants, (ICAI Firm Registration No. 0003125) as Statutory Auditors of the Company (Ordinary Resolution)

a) Voted In favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	33	1,72,57,847	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	99	1,72,68,267	100.00

b) Votes against the resolution:

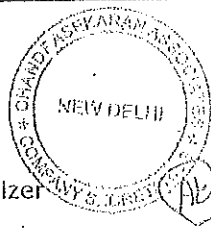
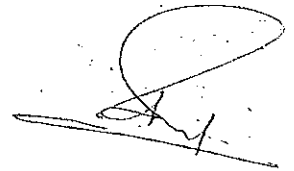
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	1	200	0.00
Poll	66	10,420	10,420	-	-	-
Total	100	1,72,68,467	1,72,68,467	1	200	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0



Signed by Scrutinizer

Counter signed by Chairman

SPECIAL BUSINESS

Resolution No. 6- To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018: (Ordinary Resolution)

a) Voted In favour of the resolution:


Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes Polled	Number of members voted in favour of Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	33	1,72,57,847	100.00
Poll	66	10,420	10,420	66	10,420	100.00
Total	100	1,72,68,467	1,72,68,467	99	1,72,68,267	100.00

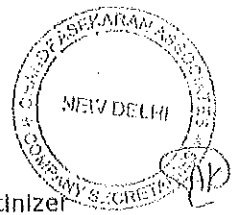
b) Votes against the resolution:

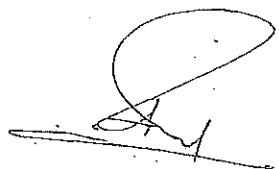
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes polled	Number of members voted against the Resolution	Number of votes casted by them	% of total number of valid votes casted
e-Voting	34	1,72,58,047	1,72,58,047	1	200	0.00
Poll	66	10,420	10,420	-	-	-
Total	100	1,72,68,467	1,72,68,467	1	200	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0


 Signed by Scrutinizer

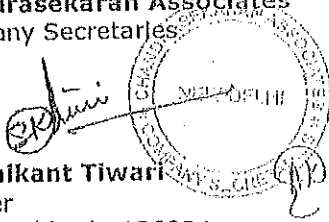



 Counter signed by Chairman

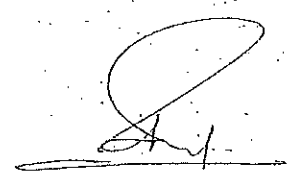
2. The ballot papers and all other papers and relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.
3. The Chairman may accordingly declare the result of votes casted by voting process at the meeting.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries



Shashikant Tiwari
Partner
Membership No.A28994
COP No.: 13050



Counter signed by Chairman

Place: Delhi
Date: 29.09.2017