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2	0404116004372021	0404116004372021/2	Kamdhenu Concast Ltd	Report of the Chairperson on the Meeting of Equity Shareholders of Kamdhenu Ltd.pdf

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

CHANDIGARH BENCH, CHANDIGARH

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 12/Chd/Hry of 2021  
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230, 232 & 66

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

KAMDHENU CONCAST LTD

APPLICANT NO. 1/TRANSFEROR COMPANY NO. 1

KAMDHENU OVERSEAS LTD

APPLICANT NO. 2/TRANSFEROR COMPANY NO. 2

KAMDHENU PAINT INDUSTRIES LTD

APPLICANT NO. 3/TRANSFEROR COMPANY NO. 3

KAMDHENU INFRADEVELOPERS LTD

APPLICANT NO. 4/TRANSFEROR COMPANY NO. 4

KAMDHENU NUTRIENTS PVT LTD

APPLICANT NO. 5/TRANSFEROR COMPANY NO. 5

KAY2 STEEL LTD

APPLICANT NO. 6/TRANSFEROR COMPANY NO. 6

TIPTOP PROMOTERS PVT LTD

APPLICANT NO. 7/TRANSFEROR COMPANY NO. 7

KAMDHENU LTD

APPLICANT NO. 8/TRANSFeree COMPANY.

KAMDHENU VENTURES LTD

APPLICANT NO. 9/RESULTING COMPANY NO. 1

AND

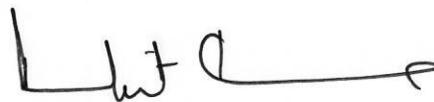
KAMDHENU COLOUR AND COATINGS LTD

APPLICANT NO. 10/ RESULTING COMPANY NO. 2

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**Rohit Khanna, Advocate**

Chairperson of the meeting of Equity Shareholders of Kamdhenu Ltd  
288, Sector-17, Panchkula-134 109, Haryana  
Email: [rohithkhannaadv@gmail.com](mailto:rohithkhannaadv@gmail.com)

**Date:** 27.09.2021  
**Place:** Chandigarh

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CHANDIGARH BENCH, CHANDIGARH

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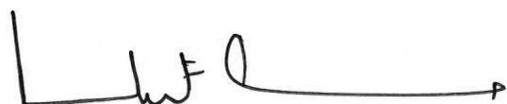
KAMDHENU VENTURES LTD

APPLICANT NO. 9/RESULTING COMPANY NO. 1

AND

KAMDHENU COLOUR AND COATINGS LTD

APPLICANT NO. 10/ RESULTING COMPANY NO. 2



**Report of the Chairperson on the Meeting of Equity Shareholders of Kamdhenu Ltd (the Transferee Company) held through video conferencing with facility of remote e-voting**

I, **Rohit Khanna, Advocate**, the person appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh vide its Order dated 4<sup>th</sup> August, 2021 (date of pronouncement), to act as the Chairperson of the meeting of Equity Shareholders of Kamdhenu Ltd (hereinafter referred to as "the Transferee Company/the Company"), summoned by notice served to the Equity Shareholders of the Applicant Transferee Company, through e-Mail and Courier on 21<sup>st</sup> August, 2021 (date of completion); and by advertisement published in "**Financial Express**" (English, Haryana Edition) and "**Jansatta**" (Hindi, Haryana Edition) Newspapers in their respective issues dated 23<sup>rd</sup> August, 2021; and held on Saturday, 25<sup>th</sup> September, 2021, at 10:00 A.M. through video conferencing, do hereby report to this Hon'ble Tribunal as follows:

1. That as mentioned above, Notice of the meeting was sent to the Equity Shareholders of Kamdhenu Ltd accompanied by the Explanatory Statement [under Sections 230, 232 & 66 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Arrangement along with other documents, through Courier on 21<sup>st</sup> August, 2021 (date of completion); and by advertisement published in "**Financial Express**" (English, Haryana Edition) and "**Jansatta**" (Hindi, Haryana Edition) Newspapers in their respective issues dated 23<sup>rd</sup> August, 2021.

The Applicant Transferee Company has already filed requisite Compliance Affidavit of Service with this Hon'ble Tribunal on 7<sup>th</sup> September, 2021 vide diary no. 0404116004372021/1.



2. That in terms of the provisions of section 108 of the Companies Act, 2013, read with Rule 20(2) of the Companies (Management and Administration) Rules, 2014, as amended, the Company has also provided facility of remote e-voting during the prescribed time period before the meeting (without attending the meeting); in addition to the facility of attending the meeting through video conferencing and voting thereat through e-voting system. In compliance with the provisions of the Companies Act, 2013, and the aforesaid Rules, requisite information/instructions for remote e-voting facility were duly incorporated in the Notice of the Meeting as well as in the publication made in the newspapers.
3. That National Securities Depository Limited (NSDL) was appointed to conduct remote e-voting before the meeting as well as during the meeting, in a secured manner. Whereas Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) was appointed to provide platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.
4. That as directed by this Hon'ble Tribunal, the meeting of the Equity Shareholders of Kamdhenu Ltd was duly convened and held on Saturday, 25<sup>th</sup> September, 2021, at 10:00 A.M. through video conferencing. Dr Surekha Thukral, Advocate and Ms Komal Preet Kaur, Company Secretary in practice, who were appointed by the Hon'ble Tribunal as the Alternate Chairperson and the Scrutinizer of the meeting, respectively, were present in the meeting through video conferencing and participated in the proceedings of the meeting. Legal Counsel of the Applicant Company-Mr Rajeev K Goel, Advocate and the

Lwt

senior management of the Applicant Company were also present in the meeting.

Executives of NSDL and Mas Services Ltd provided all the necessary support in connection with the convening, holding and conducting of the meeting and e-voting. The RTA handled and supervised the entire process of holding the meeting through video conferencing, e-voting and processing of data relating to the meeting and voting, etc.

5. That as on 18<sup>th</sup> September, 2021 being the cut-off date fixed for the purpose of voting, the Transferee Company had 15,756 (fifteen thousand seven hundred fifty six) Equity Shareholders holding 2,69,35,500 Equity Shares of ₹10 each, fully paid up and constituting 2,69,35,500 (two crore sixty nine lakh thirty five thousand five hundred) votes.
6. That the meeting was attended through video conferencing by 95 (ninety five) number of Equity Shareholders holding 1,74,65,413 (one crore seventy four lakh sixty five thousand four hundred and thirteen) Equity Shares of ₹10 each, fully paid up and constituting 1,74,65,413 (one crore seventy four lakh sixty five thousand four hundred and thirteen) votes, representing 64.84% of the total Equity Shareholders of the Transferee Company.
7. That the Hon'ble Tribunal fixed the quorum for the meeting of Equity Shareholders as minimum 2,345 person in number and 40% in value. At the scheduled time of the meeting at 10:00 A.M., the requisite quorum was not present. The meeting was, accordingly, adjourned for half an hour in terms of the Order passed by this Hon'ble Tribunal. The meeting was re-convened at 10:30 A.M. after the aforesaid



adjournment. In terms of the Order passed by this Hon'ble Tribunal, the persons present in the re-convened meeting were treated as the proper quorum.

8. That the Scheme of Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd, was read out and explained in the meeting by me and the question submitted to the said meeting was whether the Equity Shareholders of the Transferee Company approve, the said Scheme of Arrangement submitted to the meeting and agree thereto.
9. That voting upon the aforesaid question of considering and approving, with or without modification(s), the Scheme of Arrangement was then conducted through e-voting system.
10. That after voting made through e-voting system in the meeting of the Equity Shareholders of the Transferee Company was concluded and closed, Ms Komal Preet Kaur, Company Secretary, the Scrutinizer of the meeting, shared with me the detail of voting made by the Equity Shareholders through remote e-voting process during the prescribed time period before the meeting (without attending the meeting), as provided by NSDL/RTA.
11. That the Scrutinizer scrutinized the voting made through e-voting system in the meeting. She prepared a consolidated summary of the voting made through e-voting system in the meeting as well as voting made through remote e-voting process during the prescribed time



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period before the meeting. Dr Surekha Thukral, Advocate, the Alternate Chairperson of the meeting also participated in the process.

A copy of the Scrutinizer's Report, duly signed by the Scrutinizer, is enclosed herewith and marked as **Annexure: 1.**

- 12.** That in terms of the provisions of the Companies Act, 2013, and the Rules made thereunder, the votes cast by the Equity Shareholders of the Transferee Company through e-voting system in the meeting and through remote e-voting process during the prescribed time period before the meeting were clubbed together for the purpose of the final outcome of the voting. Accordingly, the aggregate voting made by the Equity Shareholders (voting through e-voting system in the meeting as well as through remote e-voting process before the meeting) was considered for the purpose of this Report.
- 13.** That the Equity Shareholders were of the opinion that the Scheme of Arrangement be approved, adopted and agreed to without any modification. A resolution to this effect was passed by the meeting with overwhelming majority (by way of voting through e-voting system in the meeting as well as through remote e-voting process before the meeting). A copy of the said resolution is enclosed herewith and marked as **Annexure: 2.**



14. That the result of the voting upon the Scheme of Arrangement (by way of voting through e-voting system in the meeting as well as through remote e-voting process before the meeting) was as follows:

Sl. No.	Particulars	No. of Voters	No. of Votes
1.1	Equity Shareholders present in the meeting through video conferencing	95	1,74,65,413
1.2	Equity Shareholders present in the meeting and voted through e-voting system in the meeting	NIL	NIL
1.3	Equity Shareholders present in the meeting who have already voted through remote e-voting process during the prescribed time period before the meeting	91	1,74,38,363
1.4	Equity Shareholders present in the meeting who have abstained from voting	4	27,050
2.1	Equity Shareholders who did not attend the meeting but cast their Votes through remote e-voting process during the prescribed time period before the meeting	143	26,14,954
3.1	<b>Total Votes Cast in the meeting and through remote e-voting process before the meeting which were considered for the purpose of this Report</b> [1.2+1.3+2.1]	<b>234</b>	<b>2,00,53,317</b>
4.1	<b>Invalid Votes</b>	<b>1</b>	<b>2,63,750</b>
5.1	<b>Total Valid Votes</b>	<b>233</b>	<b>1,97,89,567</b>
6.1	<b>Votes Against</b>	18	771
7.1	Votes Against as % of total valid votes cast	7.73 %	0.004 %
8.1	<b>Votes in Favour</b>	215	1,97,88,796
9.1	Votes in Favour as % of total valid votes cast	92.27 %	99.99%
<b>Result of Voting</b>	<b>The Scheme of Arrangement was approved with overwhelming majority by the Equity Shareholders of the Transferee Company</b>		

15. That the consolidated list of **Equity Shareholders** of the Company who **voted in favour** of the said Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting) being adopted and carried into effect is enclosed herewith and marked as **Annexure: 3**.



- 16.** That the consolidated list of **Equity Shareholders** of the Company who **voted against** the said Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting) being adopted and carried into effect is enclosed herewith and marked as **Annexure: 4.**
- 17.** That 2,63,750 votes were found to be **invalid.** List of Equity Shareholders of Kamdhenu Limited whose votes were considered as invalid is enclosed herewith as **Annexure: 5.**
- 18.** That I wish to place on record my deep appreciation for the valuable assistance and support provided by the learned Legal Counsel-Mr Rajeev K Goel, Advocate and other officers of the Applicant Company in smooth conduct of the meeting and preparation of necessary paperwork for the same.
- 19.** That the records of the voting made on the Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting), duly initialled by the Scrutinizer of the meeting, and other papers were handed over to the Applicant Company for safe custody and record.



**Rohit Khanna, Advocate**

Chairperson of the meeting of Equity Shareholders of Kamdhenu Ltd  
288, Sector-17, Panchkula-134 109, Haryana  
Email: [rohithannaadv@gmail.com](mailto:rohithannaadv@gmail.com)

**Date:** 27.09.2021  
**Place:** Chandigarh



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(Rs. Zero Only)

**Deponent**

Name : Rohit Khanna

H.No/Floor : 288

Sector/Ward : 17

Landmark : Sector 17 panchkula

City/Village : Panchkula

District : Panchkula

State : Haryana

Phone : 73\*\*\*\*\*83

Others : Na



Purpose : Affidavit in relation to NCLT Convened Meeting of Kamdhenu Limited to be submitted at Nclt Chandigarh

The authenticity of this document can be verified by scanning this QR code through smart phone or on the website <https://egrashry.nic.in>

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

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AND

KAMDHENU COLOUR AND COATINGS LTD

APPLICANT NO. 10/ RESULTING COMPANY NO. 2



*[Handwritten signature]*

**Affidavit in support of the Chairperson's Report on the Meeting of Equity Shareholders of Kamdhenu Ltd (the Transferee Company) held through Video Conferencing**

I, **Rohit Khanna**, son of Shri Manohar Lal Khanna, aged about 48 years, having office at 288, Sector-17, Panchkula-134 109, Haryana, Advocate by occupation, the person appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh, vide its Order dated 4<sup>th</sup> August, 2021 (date of pronouncement), to act as the Chairperson of the meeting of Equity Shareholders of Kamdhenu Ltd, do hereby solemnly affirm and say on oath as follows:

1. That I have been appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh, as the Chairperson of the meeting of Equity Shareholders of Kamdhenu Ltd for the purpose of considering and, if thought fit, approving, the Scheme of Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd.
2. That the meeting of Equity Shareholders of Kamdhenu Ltd was duly convened and held on Saturday, 25<sup>th</sup> September, 2021 at 10:00 A.M. through video conferencing. Dr Surekha Thukral, Advocate and Ms Komal Preet Kaur, Company Secretary in practice, who were appointed by the Hon'ble Tribunal as the Alternate Chairperson and the Scrutinizer of the meeting, respectively, were also present in the meeting and assisted me in conducting the meeting.
3. That the result of the above-mentioned meeting is reported in the accompanied Report, which was drafted on my instructions.



*[Handwritten Signature]*

4. That I say that the contents of the accompanied Report of the Chairperson are true and correct to my knowledge and the same are not being repeated here for the sake of brevity and I say that no part of it is false and nothing material has been concealed there from.

*[Handwritten Signature]*  
**DEPONENT**

**Verification**

Verified at *CD* on this *27* day of September, 2021 that the contents of Para 1 to 4 of the above Affidavit are based on perusal of records; which all I believe to be true and that no part of it is false and nothing material has been concealed in this affidavit.

*[Handwritten Signature]*  
**DEPONENT**

28870

Certified that the Affidavit/GPA/ SPA has been read over and explains to the deponent / executant who seemed particulars to understand the same at the time of making thereon



**ATTESTED AS IDENTIFIED**

**SHADHNA TRIKHA  
NOTARY, Chandigarh**

27/9/21.

I identified the deponent/declarant executant who has signed the document in my presence.

*[Handwritten Signature]*  
**Signature**



**Komal Preet Kaur**  
**B. Com (Hons.), ACS**

**ANNEXURE No. - 1**

**KOMAL PREET & ASSOCIATES**  
**COMPANY SECRETARIES**  
Cell: +91-9996228716  
Email: [cs.komalpreetkaur@gmail.com](mailto:cs.komalpreetkaur@gmail.com)  
Vill. Data Singh wala, P.O Garhi,  
Tehsil Narwana, Distt. Jind,  
Haryana-126116

13

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND  
E-VOTING DURING NCLT CONVENED MEETING OF EQUITY  
SHAREHOLDERS OF KAMDHENU LIMITED**

**[Pursuant to Order dated August 4, 2021 of the Hon'ble National  
Company Law Tribunal, Chandigarh Bench ('NCLT' or 'Tribunal')]**

**Date: 25<sup>th</sup> September, 2021**

**To,**  
**Mr. Rohit Khanna, Advocate**  
**Chairperson appointed for NCLT convened**  
**Meeting of Equity Shareholders of**  
**Kamdhenu Limited (the Transferee Company)**

**Sub: Consolidated Scrutinizer's Report on the voting made through e-  
voting system during the meeting of Equity Shareholders of**  
**Kamdhenu Limited as well as through remote e-voting process**  
**before the meeting**

**Respected Sir,**

I, Komal Preet Kaur, Company Secretary, appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh vide its Order dated August 4, 2021 (date of pronouncement), to act as the Scrutinizer, for the meeting of Equity Shareholders of Kamdhenu Limited (hereinafter referred to as "the Transferee Company/the Company") held on Saturday, September 25, 2021 at 10:00 A.M. through video conferencing, to consider and, if thought fit, approve, the Scheme of Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd (the Scheme of Arrangement/the Scheme) and other connected matter, if any, submit my report as under:

1. That as directed by the Hon'ble Tribunal, the meeting of the Equity Shareholders of Kamdhenu Limited was duly convened and held on Saturday, September 25, 2021 at 10:00 A.M. through video conferencing. Mr. Rohit Khanna, Advocate, chaired the meeting. Dr. Surekha Thukral, Advocate, the Alternate Chairperson; and the undersigned being the

*Komal Preet Kaur*

Scrutinizer of the meeting, attended the meeting through video conferencing. Legal Counsel of the Applicant Company- Mr. Rajeev K Goel, Advocate and the senior management of the Applicant Company were also present in the meeting through video conferencing.

2. That National Securities Depository Limited (NSDL) was appointed to conduct remote e-voting before the meeting as well as during the meeting, in a secured manner. Whereas Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) was appointed to provide platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.
3. Executives of NSDL and Mas Services Ltd provided all the necessary support in connection with the convening, holding and conducting of the meeting and e-voting. The RTA handled and supervised the entire process of holding the meeting through video conferencing, e-voting and processing of data relating to the meeting and voting, etc.
4. As on September 18, 2021 being the cut-off date fixed for the purpose of voting, the Transferee Company had 15,756 (fifteen thousand seven hundred fifty six) Equity Shareholders holding 2,69,35,500 Equity Shares of ₹10 each, fully paid up and constituting 2,69,35,500 (two crore sixty nine lakh thirty five thousand five hundred) votes.
5. The Company has provided facility of remote e-voting during the prescribed time period before the meeting (without attending the meeting); in addition to the facility of attending the meeting through video conferencing and voting thereat through e-voting system. Remote e-voting period commenced on Tuesday, September 21, 2021 at 9:00 A.M. and ended on Friday, September 24, 2021 at 5:00 P.M.
6. The Hon'ble Tribunal fixed the quorum for the meeting of Equity Shareholders as minimum 2,345 person in number and 40% in value. At the scheduled time of the meeting at 10:00 A.M., the requisite quorum was

*Sanalprakash*

- not present. The meeting was, accordingly, adjourned for half an hour in terms of the Order passed by this Hon'ble Tribunal. The meeting was reconvened after 30 minutes of the aforesaid adjournment. In terms of the Order passed by this Hon'ble Tribunal, the persons present in the reconvened meeting were treated as the proper quorum.
7. Thereafter, the Chairman of the Meeting informed the Equity Shareholders present at the Meeting to cast their vote through e-voting platform during the meeting, if they could not participate through remote e-voting. Consequently, Voting upon the Scheme of Arrangement was conducted through e-voting system during the meeting of Equity Shareholders of Kamdhenu Limited.
  8. After the closure of e-voting during NCLT convened meeting, the votes cast through remote e-voting and voting during the meeting were unblocked from the website of the NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in the presence of Ms. Shankhni Bhardwaj and Ms. Mallika Tayal on Saturday, September 25, 2021 at 11:28 A.M., who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
  9. 2,63,750 votes were found to be invalid.
  10. The result of the voting upon the Scheme of Arrangement (by way of voting through e-voting system in the meeting as well as through remote e-voting process before the meeting) is given as under:

*Donalprakash*

Sl. No.	Particulars	No. of Voters	Number of Votes
1.1	Equity Shareholders present in the meeting through video conferencing	95	1,74,65,413
1.2	Equity Shareholders present in the meeting and voted through e-voting system in the meeting	NIL	NIL
1.3	Equity Shareholders present in the meeting who have already voted through remote e-voting process during the prescribed time period before the meeting	91	1,74,38,363
1.4	Equity Shareholders present in the meeting who have abstained from voting	4	27,050
2.1	Equity Shareholders who did not attend the meeting but cast their Votes through remote e-voting process during the prescribed time period before the meeting	143	26,14,954
3.1	<b>Total Votes Cast in the meeting and through remote e-voting process before the meeting which were considered for the purpose of this Report</b> [1.2+1.3+2.1]	<b>234</b>	<b>2,00,53,317</b>
4.1	<b>Invalid Votes</b>	<b>1</b>	<b>2,63,750</b>
5.1	<b>Total Valid Votes</b>	<b>233</b>	<b>1,97,89,567</b>
6.1	<b>Votes Against</b>	18	771
7.1	Votes Against as % of total valid votes cast	7.73 %	0.004 %
8.1	<b>Votes in Favour</b>	215	1,97,88,796
9.1	Votes in Favour as % of total valid votes cast	92.27 %	99.99%

11. List of Equity Shareholders of Kamdhenu Limited who voted **in favour** of the Scheme of Arrangement is enclosed herewith as Annexure A-1.
12. List of Equity Shareholders of Kamdhenu Limited who **voted against** Scheme of Arrangement is enclosed herewith as Annexure A-2.
13. List of Equity Shareholders of Kamdhenu Limited whose votes were considered as **invalid** is enclosed herewith as Annexure A-3.

*Kamalpreet Kaur*

14. The records of the voting made on the Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting) and all other relevant records are enclosed herewith for doing needful in the matter.

Thanking you,

Yours Sincerely

*Komal Preet Kaur*

**Komal Preet Kaur**  
**Company Secretary**  
**ACS: 59891**  
**COP: 23918**  
**Scrutinizer for the meeting of Equity Shareholders**  
**of Kamdhenu Ltd.**

**Dated:** 25<sup>th</sup> September, 2021  
**Place:** Zirakpur

**UDIN: A059891C001009653**

**Name and Address of Witnesses of unblocking of remote e-voting and e-voting during NCLT convened meeting:**

*Shankhni Bhardwaj*

**Name: Shankhni Bhardwaj**  
**Address: House No. 224**  
**Phase 3A, Mohali-160059**

*Mallika Tayal*

**Name: Mallika Tayal**  
**Address: 585, Pocket-E,**  
**Mayur Vihar Phase-II,**  
**Delhi-110 091**

*[Signature]*

**Countersigned by**  
**Rohit Khanna**  
**Chairman for NCLT convened meeting**  
**of Kamdhenu Limited**

**Annexure A-1**

Consolidated List of Equity Shareholders of Kamdhenu Ltd **who voted in favour** of the Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting)

Sl. No.	Name of Equity Shareholder	No. of Shares held	No. of Votes
1.	SHRIPAL SINGH MOHNOT	20.000	20.000
2.	MANJIT SINGH	10.000	10.000
3.	PARKASH SINGH DHILLON	500.000	500.000
4.	PARMOD KUMAR JAIN	1.000	1.000
5.	MURLIDHAR TALREJA	1.000	1.000
6.	VIVEK MAHESHWARI	26250.000	26250.000
7.	HIRAL MAULIK TRIVEDI	1000.000	1000.000
8.	MUKESH AGGARWAL	100.000	100.000
9.	HARMOHAN SINGH SAWHNEY	1.000	1.000
10.	SANTOSH BHUTANI	15.000	15.000
11.	MEENAKSHI SUNDARAM R	50.000	50.000
12.	ASHOK KUMAR	4000.000	4000.000
13.	RAJU	5.000	5.000
14.	KAMDHENU OVERSEAS LIMITED	3050000.000	3050000.000
15.	AYUSH AGARWAL	50000.000	50000.000
16.	AYUSH AGARWAL	90600.000	90600.000
17.	JASBIR SINGH	1.000	1.000
18.	RAKESH KUMAR	1.000	1.000
19.	RANDHIR SINGH	4000.000	4000.000
20.	KAMDHENU PAINT INDUSTRIES LIMITED	1521801.000	1521801.000
21.	PRADEEP SOOD	1.000	1.000
22.	DILIP MEHRA	28772.000	28772.000
23.	AMIT SONI	10075.000	10075.000
24.	PRAVEEN KUMAR RATHI	2000.000	2000.000
25.	HARSH KHANDELWAL	415.000	415.000
26.	YOGESH VERMA	7000.000	7000.000
27.	GANGA SAGAR PANDEY	100.000	100.000
28.	CHANDAN GIRI	7000.000	7000.000
29.	KISHORE BALANI	1.000	1.000
30.	AYUSH GUPTA	1.000	1.000
31.	JITENDER KUMAR	4000.000	4000.000
32.	SWETHA DILLI	400.000	400.000
33.	SATPAL .	4000.000	4000.000
34.	MANOJ MITTAL HUF	10000.000	10000.000
35.	NARASIMHAN M N	20.000	20.000

*Kamalpreet Singh*

36.	PARAG P SAMPAT	50.000	50.000
37.	AJAY KUMAR SHARMA	7000.000	7000.000
38.	KHAN MOHAMMAD HARIS	50.000	50.000
39.	NARASIMHA VITTA	25.000	25.000
40.	AJAY KUMAR JAIN	1.000	1.000
41.	GAGAN KUMAR	4.000	4.000
42.	DHARMENDRA VASANTBHAI UPADHYAY	10.000	10.000
43.	KAMDHENU INFRADEVELOPERS LIMITED	614900.000	614900.000
44.	KAMDHENU NUTRIENTS PRIVATE LIMITED	600000.000	600000.000
45.	KAY2 STEEL LIMITED	588934.000	588934.000
46.	SHATUL AGARWAL	337700.000	337700.000
47.	SUNIL KUMAR	300280.000	300280.000
48.	SOMYA AGARWAL	144660.000	144660.000
49.	SARITA AGARWAL	1616950.000	1616950.000
50.	SAMEER GUPTA	3000.000	3000.000
51.	AMIT KUMAR SUROTHIY	500.000	500.000
52.	DINESH AMRUTLAL KOTECHEA	11.000	11.000
53.	SUNIL KUMAR AGARWAL	1545292.000	1545292.000
54.	RADHA AGARWAL	541877.000	541877.000
55.	SATISH KUMAR AGARWAL	365900.000	365900.000
56.	SATISH KUMAR AGARWAL	1281842.000	1281842.000
57.	PRIYANKA AGARWAL	256629.000	256629.000
58.	SHIVANI AGARWAL	255235.000	255235.000
59.	SAURABH AGARWAL	826500.000	826500.000
60.	REKHA WADHWA	200.000	200.000
61.	ISHITA AGARWAL	210716.000	210716.000
62.	SACHIN AGARWAL	923719.000	923719.000
63.	PARAMATMA NAND SINGH	12.000	12.000
64.	RAVI KUMAR	5000.000	5000.000
65.	RAJIV SHARMA	8000.000	8000.000
66.	NARESH GUPTA	3.000	3.000
67.	SHYAM BABU SHARMA	16000.000	16000.000
68.	ARCHANA JAIN	7500.000	7500.000
69.	RAHUL KUMAR JAIN	7000.000	7000.000
70.	VINOD MOTILAL AGARWAL	5.000	5.000
71.	LOVEJEET SINGH	4700.000	4700.000
72.	RADHA SOOD	1.000	1.000
73.	KAUSHLYA	1.000	1.000
74.	SHARAD KUMAR BANSAL	500.000	500.000
75.	NARENDRA S TRIVEDI	20.000	20.000
76.	SATYAVATHI ADDEPALLI	50.000	50.000
77.	VISHNU DUTT SHARMA	1.000	1.000

*Komalprakash*

78.	JAI BHAGWAN GUPTA	1.000	1.000
79.	SHASHI GUPTA	20.000	20.000
80.	MAHESH CHAND GOYAL	1.000	1.000
81.	MADHULITA PANDA	15.000	15.000
82.	HEMLATABEN PRAVINCHANDRA SHAH	200.000	200.000
83.	M KUMAR MOHAN	50.000	50.000
84.	AJEET KUMAR SINHA	1.000	1.000
85.	M.DHAMOTHARAN	1.000	1.000
86.	RAJNI GUPTA	1.000	1.000
87.	YOGANANDA DEEKSHITHULU ARAVAPALLI	1.000	1.000
88.	SAKSHI CHAKRAVARTI	300.000	300.000
89.	VIMAL JAIN	1.000	1.000
90.	NARENDER SINGH CHAUHAN	1.000	1.000
91.	MEENA JAIN	38.000	38.000
92.	SAVITA RANI	2.000	2.000
93.	SAVITA RANI	4.000	4.000
94.	PRAVIN SOOD	1.000	1.000
95.	ASHOK KUMAR JAIN	57.000	57.000
96.	NEERU	2.000	2.000
97.	AJAY SOOD	1.000	1.000
98.	KULDIP PARKASH SOOD	1.000	1.000
99.	PRABIN KUMAR SINGH	5.000	5.000
100.	ANUP SINGH	2.000	2.000
101.	PRAVEEN KUMAR	1.000	1.000
102.	R SUBRAMANIAM	100.000	100.000
103.	NEERAJ SRIVASTAVA	6000.000	6000.000
104.	NITIN PRATAP SINGH	7070.000	7070.000
105.	RITU SHAH	100.000	100.000
106.	CHETNA PUPNEJA	265.000	265.000
107.	SUSHIL KUMAR BHARDWAJ	3000.000	3000.000
108.	AJAY KHURANA	1.000	1.000
109.	RAJESH JAIN	101.000	101.000
110.	AMMUNJE DINESH NAYAK	40.000	40.000
111.	HIMANSHU SHARMA	1500.000	1500.000
112.	HANSAL JANAK THACKER	3000.000	3000.000
113.	HEMESH MATHUR	4000.000	4000.000
114.	CHARANJEET SINGH	2000.000	2000.000
115.	NAUBAHAR SINGH	12000.000	12000.000
116.	SHEETAL KHURANA	1.000	1.000
117.	NEETU JAIN	101.000	101.000
118.	JIGNESH DHANESHWARBHAI UPADHYAY	2000.000	2000.000
119.	PIYUSH JAIN	80.000	80.000

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120.	RAMESH CHANDER KHURANA	1.000	1.000
121.	KRISHAN LAL DHAR	3000.000	3000.000
122.	CHANDER SHEKHAR	1.000	1.000
123.	SUBRAMANYA RAVINDRA	5.000	5.000
124.	VINOD KUMAR GAHLAUT	9079.000	9079.000
125.	SUSHIL KUMAR	31800.000	31800.000
126.	SANYOGITA KHURANA	1.000	1.000
127.	SANGEETA VIRMANI	6000.000	6000.000
128.	MANJU DEVI JAIN	1674.000	1674.000
129.	MITHLESH GARG	4.000	4.000
130.	PARDEEP KUMAR	2.000	2.000
131.	NIHAL RAPTA	6900.000	6900.000
132.	ASHIM RANJAN BANERJEE	15000.000	15000.000
133.	SANGEETA KALRA	7600.000	7600.000
134.	VISHAL AGARWAL	699.000	699.000
135.	BHATT MAYANK KUMAR NARENDRA	200.000	200.000
136.	SHEHZAD AHMED KHAN	2000.000	2000.000
137.	KAMDHENU CONCAST LIMITED	1428510.000	1428510.000
138.	PARVEEN SINGH	1500.000	1500.000
139.	AVANISH KUMAR	2000.000	2000.000
140.	ANKAN GUPTA	10000.000	10000.000
141.	AJGAONKAR RAVINDRA SHRIPAD	400.000	400.000
142.	IMRAN ULLAH	4000.000	4000.000
143.	SANTOSH KUMAR SHUKLA	4000.000	4000.000
144.	PANKAJ SHANKER BALLANI	35.000	35.000
145.	HARISH KUMAR AGARWAL	75000.000	75000.000
146.	VIPIL AGARWAL	25000.000	25000.000
147.	AJAY SHRIVASTAVA	2000.000	2000.000
148.	NITIN SHRIRAM JADHAV	600.000	600.000
149.	PRASHANT KUMAR SINGH	5000.000	5000.000
150.	VIJAYANAND S	150.000	150.000
151.	BAYANT KAUR SAHNI	1.000	1.000
152.	MITHLESH	4.000	4.000
153.	PARDEEP KUMAR	1.000	1.000
154.	NIDHI	20.000	20.000
155.	ASHOK BANSAL HUF .	445.000	445.000
156.	MOHD SAGIR	1.000	1.000
157.	VIRENDER KUMAR	2010.000	2010.000
158.	RAMACHANDRAIAH CHARUGUNDLA	30.000	30.000
159.	RAVINDER KUMAR KASHYAP	340.000	340.000
160.	ANKUR AGARWAL	240.000	240.000

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161.	VIJAYAKUMARAN RAJAGOPAL	1.000	1.000
162.	ASHWANI KUMAR	25.000	25.000
163.	URMILA KASHYAP	156.000	156.000
164.	MANI PAL SINGH	200.000	200.000
165.	KANIKA SACHDEV	5.000	5.000
166.	PRABHA R NAIK	100.000	100.000
167.	SHVETA AGGARWAL	5000.000	5000.000
168.	DHARMENDER SINGH PATIAL	3.000	3.000
169.	KAVIRAJ SECURITIES PRIVATE LIMIT	50000.000	50000.000
170.	SHASHI JAIN	1.000	1.000
171.	HEMANBABU KANNAN KENDAI	3.000	3.000
172.	MOHIT DUJARI	50.000	50.000
173.	ANUPAM PHUKAN	100.000	100.000
174.	RAJEEV MATHUR	6000.000	6000.000
175.	MEENA AGARWAL	10.000	10.000
176.	VIJAI SINGH	2000.000	2000.000
177.	KAPIL KANSAL	7000.000	7000.000
178.	OM PARKASH	1.000	1.000
179.	SHAFALI AGRAWAL	763842.000	763842.000
180.	ASHA MUKUL AGRAWAL	471736.000	471736.000
181.	MUKUL MAHAVIR AGRAWAL	576455.000	576455.000
182.	GIRISH GOPAL PANICKER	50.000	50.000
183.	NIRDOSH GAUR .	133900.000	133900.000
184.	SUMPREET S SAHNI	5.000	5.000
185.	MIRAJ MILAN SHAH	400.000	400.000
186.	MADHU GOYAL	1.000	1.000
187.	JOGINDER SINGH THAKUR	300.000	300.000
188.	SUNITA MUNDRA	100.000	100.000
189.	GANESH T	10.000	10.000
190.	INDER KUMAR JAIN	50.000	50.000
191.	MOHANLAL BADRIPRASAD GOENKA	45000.000	45000.000
192.	H T ASHOK	66.000	66.000
193.	ARIHANT BHURA	200.000	200.000
194.	NIRMAL KUSHWAHA	15.000	15.000
195.	NISHIT ARVINDBHAI VASHI	76.000	76.000
196.	MINAXIBEN ARVINDBHAI VASHI	76.000	76.000
197.	SANDEEP JAIN	1.000	1.000
198.	SANDEEP JAIN	6.000	6.000
199.	SANDEEP JAIN	1.000	1.000
200.	SANJAY KATHPAL	36.000	36.000
201.	SUSHMA VIRMANI	2300.000	2300.000

*Sanalpreet Singh*

202.	SUBHASH CHANDER WADHWA	355.000	355.000
203.	MANOJ KUMAR SRIVASTAVA	125.000	125.000
204.	SANJIV PAL JAIN	47562.000	47562.000
205.	SANTOSH GOENKA	500.000	500.000
206.	SUNIL JAIN	15091.000	15091.000
207.	KASHISH SHAMBHWANI	1746.000	1746.000
208.	VIKRAM JAIN	124384.000	124384.000
209.	ANUBHA JAIN	53826.000	53826.000
210.	BOI AXA TRUSTEE SERVICES PVT LTD A/C BOI AXA MANUFACTURING AND INFRASTRUCTURE FUND	8042.000	8042.000
211.	BOI AXA MID & SMALL CAP EQUITY & DEBT FUND	98042.000	98042.000
212.	ACADIAN EMERGING MARKETS MICRO-CAP EQUITY MASTER FUND	50151.000	50151.000
213.	RAJ JAIN	30000.000	30000.000
214.	THREE DEE EXIM PRIVATE LIMITED	234500.000	234500.000
215.	PRADEEP KUMAR GARG	78953.000	78953.000
<b>Total</b>		<b>19788796</b>	<b>19788796</b>

*Komalprakash*

**Annexure A-2**

Consolidated List of Equity Shareholders of Kamdhenu Ltd **who voted against** the Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting)

Sl. No.	Name of Equity Shareholders	No. of Shares held	No. of Votes
1.	CHETAN CHADHA	3	3
2.	GEETU CHADHA	1	1
3.	SUNITA CHADHA	1	1
4.	SURJIT SINGH ALAG	3	3
5.	KRISHAN LAL CHADHA	1	1
6.	JOY CHENATHU PARAMBIL POULOSE	100	100
7.	SUSHMA CHANDA	50	50
8.	CHANDER MOHAN KOHLI	1	1
9.	NIKHIL GUPTA	3	3
10.	PRATIBHA DUBEY	1	1
11.	RATNESH KUMAR DUBEY	49	49
12.	DILIP KUMAR YADAV	1	1
13.	RAVINDRANATH KANAKARAJAN	430	430
14.	RAVINDRANATH KANAKARAJAN	75	75
15.	MR MAHESH KUMAR BUBNA	1	1
16.	KUSHAL RAJ SAH	42	42
17.	PRASAD KANDREGULA	1	1
18.	MANJU GAGGAR	8	8
<b>Total</b>		<b>771</b>	<b>771</b>

*Journalist Kamr*

**Annexure A-3**

Consolidated List of Equity Shareholders of Kamdhenu Ltd whose votes are considered **invalid** (through e-voting system in the meeting as well as through remote e-voting process before the meeting)

<b>Sl. No.</b>	<b>Name of Equity Shareholders</b>	<b>No. of Shares held</b>	<b>No. of Votes</b>
1.	INDO JATALIA HOLDINGS LIMITED	263750.00	263750.00
<b>Total</b>		<b>263750.00</b>	<b>263750.00</b>

*Komalpreet Kaur*

**Annexure: 2**

**Extracts of the minutes of Equity Shareholders' meeting of Kamdhenu Ltd held on Saturday, 25<sup>th</sup> September, 2021, at 10:00 A.M. through video conferencing under the supervision of the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh**

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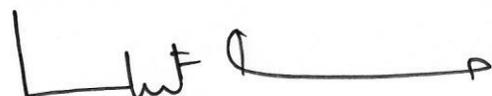
**Approval of the Scheme of Arrangement and other connected matters:**

**"RESOLVED THAT** pursuant to the provisions of sections 230, 232 & 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meeting be and is hereby accorded for the proposed Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd (the Transferor Companies No. 1 to 7, respectively), Kamdhenu Ltd (the Transferee Company), Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd (the Resulting Companies No. 1 & 2, respectively); and other connected matters.

**Resolved further that** the Report on Valuation of Shares & Share Exchange Ratio prepared by Mr Sandeep Kumar Agrawal, a Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and the Fairness Opinion Report given by Turnaround Corporate Advisors Pvt Ltd, a SEBI Registered Category 1 Merchant Banker, on the said Report on Valuation of Shares & Share Exchange Ratio, placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Registered Valuer for the proposed amalgamation and de-merger, etc., being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.

**Resolved further that** the salient features/terms and conditions of the amalgamation, as set out in the draft Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:

- i. On Amalgamation, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd and Tiptop Promoters Pvt Ltd (the Transferor Companies No. 1 to 7, respectively) will be transferred to and vest in Kamdhenu Ltd (the Transferee Company).
- ii. On De-merger, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Paint Division (the Demerged Business) of Kamdhenu Ltd (the Transferee Company/the Demerged Company) will be transferred to and vest in Kamdhenu Colour and Coatings Ltd (the Resulting Company No. 2).
- iii. On Amalgamation, all the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or



interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.

- iv. On De-merger, all the employees of the Demerged Company employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Resulting Company No. 2 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Demerged Company, on the Effective Date.
- v. Appointed Date for the Scheme will be 1<sup>st</sup> April, 2020, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- vi. Share Exchange Ratio (Equity Shares) for the proposed Amalgamation will be as follows:
  - a. The Transferee Company-Kamdhenu Ltd will issue 2,351 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 1- Kamdhenu Concast Ltd.
  - b. The Transferee Company-Kamdhenu Ltd will issue 3,697 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 2- Kamdhenu Overseas Ltd.
  - c. The Transferee Company-Kamdhenu Ltd will issue 4,887 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 3- Kamdhenu Paint Industries Ltd.
  - d. The Transferee Company-Kamdhenu Ltd will issue 4,281 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 4- Kamdhenu Infradevelopers Ltd.
  - e. The Transferee Company-Kamdhenu Ltd will issue 5,454 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 5- Kamdhenu Nutrients Pvt Ltd.
  - f. The Transferee Company-Kamdhenu Ltd will issue 4,062 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 6- Kay2 Steel Ltd.
  - g. The Transferee Company-Kamdhenu Ltd will issue 2,910 Equity Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 7- Tiptop Promoters Pvt Ltd.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number. However, total number of new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Companies will be equal to the aggregate number of Equity Shares of the

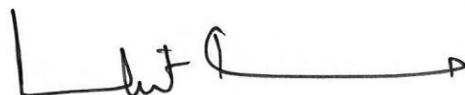
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Transferee Company held by the Transferor Companies No. 1 to 7 as on the record date.

- vii.** On Amalgamation, in addition to the aforesaid Equity Shares, the Transferee Company-Kamdhenu Ltd will also issue 9% Non-cumulative Compulsorily Redeemable Preference Shares (CRPS) to the Shareholders of the Transferor Companies in the following share exchange ratio:
- a.** The Transferee Company-Kamdhenu Ltd will issue 5,988 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 1-Kamdhenu Concast Ltd.
  - b.** The Transferee Company-Kamdhenu Ltd will issue 6,638 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 2-Kamdhenu Overseas Ltd.
  - c.** The Transferee Company-Kamdhenu Ltd will issue 3,398 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 3-Kamdhenu Paint Industries Ltd.
  - d.** The Transferee Company-Kamdhenu Ltd will issue 1,875 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 4-Kamdhenu Infradevelopers Ltd.
  - e.** The Transferee Company-Kamdhenu Ltd will issue 1,611 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 5-Kamdhenu Nutrients Pvt Ltd.
  - f.** The Transferee Company-Kamdhenu Ltd will issue 2,082 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 6-Kay2 Steel Ltd.
  - g.** The Transferee Company-Kamdhenu Ltd will issue 14,375 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹10 each held in the Transferor Company No. 7-Tiptop Promoters Pvt Ltd.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

- viii.** CRPS to be issued on amalgamation in terms of the aforesaid clause, will be reduced as provided under Clause 3.9.3 of the Scheme on issue of Preference Shares in the Resulting Company No. 1, on de-merger.



ix. Share Exchange Ratio (Equity Shares) for the proposed De-merger will be as follows:

➤ The Resulting Company No. 1-Kamdhenu Ventures Ltd will issue 1 (one) Equity Share of ₹5 each, credited as fully paid-up, to the shareholders of the Transferee Company for every 1 (one) Equity Share of ₹10 each held in the Transferee Company-Kamdhenu Ltd.

x. Further, on De-merger, the Resulting Company No. 1-Kamdhenu Ventures Ltd will also issue (9% Non-cumulative) Compulsorily Redeemable Preference Shares (CRPS) to the CRPS holders of the Transferee Company in the following share exchange ratio:

i. The Resulting Company No. 1 will issue 266 (two hundred and sixty-six) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, to the Preference Shareholders of the Transferee Company for every 1000 (one thousand) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each held in the Transferee Company-Kamdhenu Ltd, after amalgamation.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

xi. On issue of new Preference Shares by the Resulting Company No. 1, the Transferee Company will reduce the Compulsorily Redeemable Preference Shares (issued on amalgamation in terms of Clause 2.7.3 of the Scheme) in the following manner:

a. For every 1000 (one thousand) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each in the Transferee Company after amalgamation; the Transferee Company will issue 734 (seven hundred thirty-four) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, in the Transferee Company.

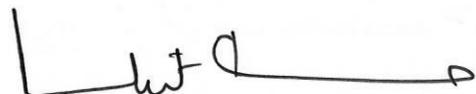
Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

xii. Upon the Scheme becoming effective, the pre-Scheme issued and paid up share capital of the Resulting Company No. 1 which consists of 30,400 Equity Shares of ₹10 each aggregating ₹3,04,000, will be cancelled and 30,400 9% Compulsorily Redeemable Preference Shares of ₹10 each aggregating ₹3,04,000, will be created in place of such cancelled equity share capital.

be and are hereby approved in specific.

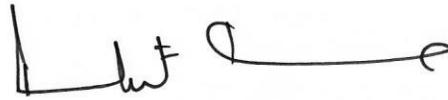
**Resolved further that** pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and other applicable provisions, BSE Ltd be and is hereby appointed as the Designated Stock Exchange for the purposes of the proposed Scheme of Arrangement.

**Resolved further that** subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd,



Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd, as placed in the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."

A handwritten signature in black ink, appearing to be 'L. W. A.', written in a cursive style.

**Annexure: 3**

**Consolidated List of Equity Shareholders of Kamdhenu Ltd who voted in favour of the Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting)**

Sl. No.	Name of Equity Shareholders	No. of Shares held	No. of Votes
1.	SHRIPAL SINGH MOHNOT	20.000	20.000
2.	MANJIT SINGH	10.000	10.000
3.	PARKASH SINGH DHILLON	500.000	500.000
4.	PARMOD KUMAR JAIN	1.000	1.000
5.	MURLIDHAR TALREJA	1.000	1.000
6.	VIVEK MAHESHWARI	26250.000	26250.000
7.	HIRAL MAULIK TRIVEDI	1000.000	1000.000
8.	MUKESH AGGARWAL	100.000	100.000
9.	HARMOHAN SINGH SAWHNEY	1.000	1.000
10.	SANTOSH BHUTANI	15.000	15.000
11.	MEENAKSHI SUNDARAM R	50.000	50.000
12.	ASHOK KUMAR	4000.000	4000.000
13.	RAJU	5.000	5.000
14.	KAMDHENU OVERSEAS LIMITED	3050000.000	3050000.000
15.	AYUSH AGARWAL	50000.000	50000.000
16.	AYUSH AGARWAL	90600.000	90600.000
17.	JASBIR SINGH	1.000	1.000
18.	RAKESH KUMAR	1.000	1.000
19.	RANDHIR SINGH	4000.000	4000.000
20.	KAMDHENU PAINT INDUSTRIES LIMITED	1521801.000	1521801.000
21.	PRADEEP SOOD	1.000	1.000
22.	DILIP MEHRA	28772.000	28772.000
23.	AMIT SONI	10075.000	10075.000
24.	PRAVEEN KUMAR RATHI	2000.000	2000.000
25.	HARSH KHANDELWAL	415.000	415.000
26.	YOGESH VERMA	7000.000	7000.000
27.	GANGA SAGAR PANDEY	100.000	100.000
28.	CHANDAN GIRI	7000.000	7000.000
29.	KISHORE BALANI	1.000	1.000
30.	AYUSH GUPTA	1.000	1.000
31.	JITENDER KUMAR	4000.000	4000.000
32.	SWETHA DILLI	400.000	400.000
33.	SATPAL .	4000.000	4000.000
34.	MANOJ MITTAL HUF	10000.000	10000.000
35.	NARASIMHAN M N	20.000	20.000
36.	PARAG P SAMPAT	50.000	50.000
37.	AJAY KUMAR SHARMA	7000.000	7000.000
38.	KHAN MOHAMMAD HARIS	50.000	50.000
39.	NARASIMHA VITTA	25.000	25.000

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40.	AJAY KUMAR JAIN	1.000	1.000
41.	GAGAN KUMAR	4.000	4.000
42.	DHARMENDRA VASANTBHAI UPADHYAY	10.000	10.000
43.	KAMDHENU INFRADEVELOPERS LIMITED	614900.000	614900.000
44.	KAMDHENU NUTRIENTS PRIVATE LIMITED	600000.000	600000.000
45.	KAY2 STEEL LIMITED	588934.000	588934.000
46.	SHATUL AGARWAL	337700.000	337700.000
47.	SUNIL KUMAR	300280.000	300280.000
48.	SOMYA AGARWAL	144660.000	144660.000
49.	SARITA AGARWAL	1616950.000	1616950.000
50.	SAMEER GUPTA	3000.000	3000.000
51.	AMIT KUMAR SUROTHIY	500.000	500.000
52.	DINESH AMRUTLAL KOTECHA	11.000	11.000
53.	SUNIL KUMAR AGARWAL	1545292.000	1545292.000
54.	RADHA AGARWAL	541877.000	541877.000
55.	SATISH KUMAR AGARWAL	365900.000	365900.000
56.	SATISH KUMAR AGARWAL	1281842.000	1281842.000
57.	PRIYANKA AGARWAL	256629.000	256629.000
58.	SHIVANI AGARWAL	255235.000	255235.000
59.	SAURABH AGARWAL	826500.000	826500.000
60.	REKHA WADHWA	200.000	200.000
61.	ISHITA AGARWAL	210716.000	210716.000
62.	SACHIN AGARWAL	923719.000	923719.000
63.	PARAMATMA NAND SINGH	12.000	12.000
64.	RAVI KUMAR	5000.000	5000.000
65.	RAJIV SHARMA	8000.000	8000.000
66.	NARESH GUPTA	3.000	3.000
67.	SHYAM BABU SHARMA	16000.000	16000.000
68.	ARCHANA JAIN	7500.000	7500.000
69.	RAHUL KUMAR JAIN	7000.000	7000.000
70.	VINOD MOTILAL AGARWAL	5.000	5.000
71.	LOVEJEET SINGH	4700.000	4700.000
72.	RADHA SOOD	1.000	1.000
73.	KAUSHLYA	1.000	1.000
74.	SHARAD KUMAR BANSAL	500.000	500.000
75.	NARENDRA S TRIVEDI	20.000	20.000
76.	SATYAVATHI ADDEPALLI	50.000	50.000
77.	VISHNU DUTT SHARMA	1.000	1.000
78.	JAI BHAGWAN GUPTA	1.000	1.000
79.	SHASHI GUPTA	20.000	20.000
80.	MAHESH CHAND GOYAL	1.000	1.000
81.	MADHULITA PANDA	15.000	15.000
82.	HEMLATABEN PRAVINCHANDRA SHAH	200.000	200.000
83.	M KUMAR MOHAN	50.000	50.000
84.	AJEET KUMAR SINHA	1.000	1.000
85.	M.DHAMOTHARAN	1.000	1.000

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86.	RAJNI GUPTA	1.000	1.000
87.	YOGANANDA DEEKSHITHULU ARAVAPALLI	1.000	1.000
88.	SAKSHI CHAKRAVARTI	300.000	300.000
89.	VIMAL JAIN	1.000	1.000
90.	NARENDER SINGH CHAUHAN	1.000	1.000
91.	MEENA JAIN	38.000	38.000
92.	SAVITA RANI	2.000	2.000
93.	SAVITA RANI	4.000	4.000
94.	PRAVIN SOOD	1.000	1.000
95.	ASHOK KUMAR JAIN	57.000	57.000
96.	NEERU	2.000	2.000
97.	AJAY SOOD	1.000	1.000
98.	KULDIP PARKASH SOOD	1.000	1.000
99.	PRABIN KUMAR SINGH	5.000	5.000
100.	ANUP SINGH	2.000	2.000
101.	PRAVEEN KUMAR	1.000	1.000
102.	R SUBRAMANIAM	100.000	100.000
103.	NEERAJ SRIVASTAVA	6000.000	6000.000
104.	NITIN PRATAP SINGH	7070.000	7070.000
105.	RITU SHAH	100.000	100.000
106.	CHETNA PUPNEJA	265.000	265.000
107.	SUSHIL KUMAR BHARDWAJ	3000.000	3000.000
108.	AJAY KHURANA	1.000	1.000
109.	RAJESH JAIN	101.000	101.000
110.	AMMUNJE DINESH NAYAK	40.000	40.000
111.	HIMANSHU SHARMA	1500.000	1500.000
112.	HANSAL JANAK THACKER	3000.000	3000.000
113.	HEMESH MATHUR	4000.000	4000.000
114.	CHARANJEET SINGH	2000.000	2000.000
115.	NAUBAHAR SINGH	12000.000	12000.000
116.	SHEETAL KHURANA	1.000	1.000
117.	NEETU JAIN	101.000	101.000
118.	JIGNESH DHANESHWARBHAI UPADHYAY	2000.000	2000.000
119.	PIYUSH JAIN	80.000	80.000
120.	RAMESH CHANDER KHURANA	1.000	1.000
121.	KRISHAN LAL DHAR	3000.000	3000.000
122.	CHANDER SHEKHAR	1.000	1.000
123.	SUBRAMANYA RAVINDRA	5.000	5.000
124.	VINOD KUMAR GAHLAUT	9079.000	9079.000
125.	SUSHIL KUMAR	31800.000	31800.000
126.	SANYOGITA KHURANA	1.000	1.000
127.	SANGEETA VIRMANI	6000.000	6000.000
128.	MANJU DEVI JAIN	1674.000	1674.000
129.	MITHLESH GARG	4.000	4.000
130.	PARDEEP KUMAR	2.000	2.000
131.	NIHAL RAPTA	6900.000	6900.000
132.	ASHIM RANJAN BANERJEE	15000.000	15000.000

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133.	SANGEETA KALRA	7600.000	7600.000
134.	VISHAL AGARWAL	699.000	699.000
135.	BHATT MAYANK KUMAR NARENDRA	200.000	200.000
136.	SHEHZAD AHMED KHAN	2000.000	2000.000
137.	KAMDHENU CONCAST LIMITED	1428510.000	1428510.000
138.	PARVEEN SINGH	1500.000	1500.000
139.	AVANISH KUMAR	2000.000	2000.000
140.	ANKAN GUPTA	10000.000	10000.000
141.	AJGAONKAR RAVINDRA SHRIPAD	400.000	400.000
142.	IMRAN ULLAH	4000.000	4000.000
143.	SANTOSH KUMAR SHUKLA	4000.000	4000.000
144.	PANKAJ SHANKER BALLANI	35.000	35.000
145.	HARISH KUMAR AGARWAL	75000.000	75000.000
146.	VIPIIL AGARWAL	25000.000	25000.000
147.	AJAY SHRIVASTAVA	2000.000	2000.000
148.	NITIN SHRIRAM JADHAV	600.000	600.000
149.	PRASHANT KUMAR SINGH	5000.000	5000.000
150.	VIJAYANAND S	150.000	150.000
151.	BAYANT KAUR SAHNI	1.000	1.000
152.	MITHLESH	4.000	4.000
153.	PARDEEP KUMAR	1.000	1.000
154.	NIDHI	20.000	20.000
155.	ASHOK BANSAL HUF .	445.000	445.000
156.	MOHD SAGIR	1.000	1.000
157.	VIRENDER KUMAR	2010.000	2010.000
158.	RAMACHANDRAIAH CHARUGUNDLA	30.000	30.000
159.	RAVINDER KUMAR KASHYAP	340.000	340.000
160.	ANKUR AGARWAL	240.000	240.000
161.	VIJAYAKUMARAN RAJAGOPAL	1.000	1.000
162.	ASHWANI KUMAR	25.000	25.000
163.	URMILA KASHYAP	156.000	156.000
164.	MANI PAL SINGH	200.000	200.000
165.	KANIKA SACHDEV	5.000	5.000
166.	PRABHA R NAIK	100.000	100.000
167.	SHVETA AGGARWAL	5000.000	5000.000
168.	DHARMENDER SINGH PATIAL	3.000	3.000
169.	KAVIRAJ SECURITIES PRIVATE LIMIT	50000.000	50000.000
170.	SHASHI JAIN	1.000	1.000
171.	HEMANBABU KANNAN KENDAI	3.000	3.000
172.	MOHIT DUJARI	50.000	50.000
173.	ANUPAM PHUKAN	100.000	100.000
174.	RAJEEV MATHUR	6000.000	6000.000
175.	MEENA AGARWAL	10.000	10.000
176.	VIJAI SINGH	2000.000	2000.000
177.	KAPIL KANSAL	7000.000	7000.000
178.	OM PARKASH	1.000	1.000

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179.	SHAFALI AGRAWAL	763842.000	763842.000
180.	ASHA MUKUL AGRAWAL	471736.000	471736.000
181.	MUKUL MAHAVIR AGRAWAL	576455.000	576455.000
182.	GIRISH GOPAL PANICKER	50.000	50.000
183.	NIRDOSH GAUR .	133900.000	133900.000
184.	SUMPREET S SAHNI	5.000	5.000
185.	MIRAJ MILAN SHAH	400.000	400.000
186.	MADHU GOYAL	1.000	1.000
187.	JOGINDER SINGH THAKUR	300.000	300.000
188.	SUNITA MUNDRA	100.000	100.000
189.	GANESH T	10.000	10.000
190.	INDER KUMAR JAIN	50.000	50.000
191.	MOHANLAL BADRIPRASAD GOENKA	45000.000	45000.000
192.	H T ASHOK	66.000	66.000
193.	ARIHANT BHURA	200.000	200.000
194.	NIRMAL KUSHWAHA	15.000	15.000
195.	NISHIT ARVINDBHAI VASHI	76.000	76.000
196.	MINAXIBEN ARVINDBHAI VASHI	76.000	76.000
197.	SANDEEP JAIN	1.000	1.000
198.	SANDEEP JAIN	6.000	6.000
199.	SANDEEP JAIN	1.000	1.000
200.	SANJAY KATHPAL	36.000	36.000
201.	SUSHMA VIRMANI	2300.000	2300.000
202.	SUBHASH CHANDER WADHWA	355.000	355.000
203.	MANOJ KUMAR SRIVASTAVA	125.000	125.000
204.	SANJIV PAL JAIN	47562.000	47562.000
205.	SANTOSH GOENKA	500.000	500.000
206.	SUNIL JAIN	15091.000	15091.000
207.	KASHISH SHAMBHWANI	1746.000	1746.000
208.	VIKRAM JAIN	124384.000	124384.000
209.	ANUBHA JAIN	53826.000	53826.000
210.	BOI AXA TRUSTEE SERVICES PVT LTD A/C BOI AXA MANUFACTURING AND INFRASTRUCTURE FUND	8042.000	8042.000
211.	BOI AXA MID & SMALL CAP EQUITY & DEBT FUND	98042.000	98042.000
212.	ACADIAN EMERGING MARKETS MICRO-CAP EQUITY MASTER FUND	50151.000	50151.000
213.	RAJ JAIN	30000.000	30000.000
214.	THREE DEE EXIM PRIVATE LIMITED	234500.000	234500.000
215.	PRADEEP KUMAR GARG	78953.000	78953.000
<b>Total</b>		<b>19788796</b>	<b>19788796</b>

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**Annexure: 4**

**Consolidated List of Equity Shareholders of Kamdhenu Ltd who voted against the Scheme of Arrangement (through e-voting system in the meeting as well as through remote e-voting process before the meeting)**

<b>Sl. No.</b>	<b>Name of Equity Shareholders</b>	<b>No. of Shares held</b>	<b>No. of Votes</b>
1.	CHETAN CHADHA	3	3
2.	GEETU CHADHA	1	1
3.	SUNITA CHADHA	1	1
4.	SURJIT SINGH ALAG	3	3
5.	KRISHAN LAL CHADHA	1	1
6.	JOY CHENATHU PARAMBIL POULOSE	100	100
7.	SUSHMA CHANDA	50	50
8.	CHANDER MOHAN KOHLI	1	1
9.	NIKHIL GUPTA	3	3
10.	PRATIBHA DUBEY	1	1
11.	RATNESH KUMAR DUBEY	49	49
12.	DILIP KUMAR YADAV	1	1
13.	RAVINDRANATH KANAKARAJAN	430	430
14.	RAVINDRANATH KANAKARAJAN	75	75
15.	MR MAHESH KUMAR BUBNA	1	1
16.	KUSHAL RAJ SAH	42	42
17.	PRASAD KANDREGULA	1	1
18.	MANJU GAGGAR	8	8
<b>Total</b>		<b>771</b>	<b>771</b>

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**Annexure 5**

**Consolidated List of Equity Shareholders of Kamdhenu Ltd whose votes are considered invalid (through e-voting system in the meeting as well as through remote e-voting process before the meeting)**

<b>Sl. No.</b>	<b>Name of Equity Shareholders</b>	<b>No. of Shares held</b>	<b>No. of Votes</b>
1.	INDO JATALIA HOLDINGS LIMITED	263750.00	263750.00
<b>Total</b>		<b>263750.00</b>	<b>263750.00</b>

