



KL/SEC/2023-24/84

Date: 9th February, 2024

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

To,
The Manager- Listing
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

NSE Symbol: KAMDHENU

BSE Scrip Code: 532741

Sub: E-voting Results and Scrutinizer Report for the 01/2023-24 Extra-Ordinary General Meeting ('EGM') of Kamdhenu Limited ('the Company') held on Thursday, 8th February, 2024.

Dear Sir/Ma'am,

In reference to our earlier letter No. KL/SEC/2023-24/83 dated 8th February, 2024, regarding submission of proceedings of the 01/2023-24 Extra - Ordinary General Meeting of the Company held on 8th February, 2024 through Video Conferencing /Other Audio Visual Means, please find enclosed herewith the following:

1. Consolidated Report of the Scrutinizer on the remote e-voting and Instapoll (e-voting) conducted at the EGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014.
2. Voting Results of the EGM, pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The enclosed Scrutinizers Report and Voting results are also made available on website of the company www.kamdhenulimited.com, NSDL at www.evoting.nsdl.com and on the websites of Stock Exchanges i.e. www.nseindia.com and www.bseindia.com.

This is for your information and record please.

For Kamdhenu Limited

**Khem Chand,
Company Secretary & Compliance Officer**

Place: Gurugram

Encl.: as above.

Scrutinizer's Report on remote e-voting and e-voting at the Extra-Ordinary General Meeting of Kamdhenu Limited

The Chairman
Kamdhenu Limited
2nd Floor, Tower A, Building No. 9,
DLF Cyber City, Phase III Gurugram,
Haryana-122002

Date of Meeting: February 08, 2024
Day of Meeting: Thursday
Time of Meeting: 11:00 A.M.

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s Kamdhenu Limited ("Company") for remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the Extra-Ordinary General Meeting ("the Meeting") convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in respect of the below mentioned resolution considered at the Meeting of the members of the Company as per notice dated January 13, 2024.

Pursuant to the General Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 9/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, issued by Ministry of Corporate Affairs ("MCA Circular") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circular") (collectively referred to as the "Relevant Circulars") the Company has dispatched the Notice of EGM on January 17, 2024 by email to all those members whose email addresses were registered with the Company or with the Depository Participants or with the RTA of the Company as on the closure of business hours on Friday, January 12, 2024.

Pursuant to the above said circulars, the Company has not dispatched the Notice of the meeting to those members whose e-mail IDs were not registered/ available with the Company or with the Depository Participants or with the RTA of the Company. However, the Company has given an additional option to such members to register their e-mail ids with the Company in the Notice of EGM itself. The Notice dated January 13, 2024 convening the meeting was sent to the members on January 17, 2024 in respect of the resolutions proposed to be considered at the meeting held on February 08, 2024 and the company has also published newspaper advertisements on January 18, 2024 in all editions of Financial Express (English), and Delhi NCR edition of Jansatta (Hindi) as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Company has availed the electronic voting facility offered by National Securities Depository Limited ("NSDL") for conducting electronic voting by the members for the meeting of the Company and M/s Mas Services Limited has been appointed to provide a platform for convening the meeting through video conferencing.

The remote e-voting period commenced on Monday, February 05, 2024 at 09:00 A.M. (IST) and concluded on Wednesday, February 07, 2024 at 05:00 P.M. (IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the meeting and kept open during the meeting.

11-F, Pocket Four | Mayur Vihar Phase One | Delhi - 110 091 | Tel. +91-11-2271 0514
info@cacsindia.com | www.cacsindia.com

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Further, the e-voting was announced for the members who attended the meeting but have not cast their vote through remote e-voting.

The Members of the Company as on February 01, 2024 ("Cut-Off date") were entitled to vote on the proposed resolutions as set out in the Notice of the meeting, and their voting rights as on date has been reckoned with for the purpose of arriving at the result of the e-voting for the meeting, and the company being limited by Shares, every member shall have one vote and their voting rights as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the remote e-voting was unblocked on 08th February 2024 around 12:10 P.M. in the presence of two witnesses Ms. Anchal Bansal R/o. A-37 Block A Sector 15 Noida, Uttar Pradesh - 201301 and Mr. Arun Mehta R/o. House no 188. Pratap Nagar, Mayur Vihar Phase -1, Delhi-110091, who are not in the employment of the Company.

The votes cast through e-voting, which were incomplete, if any, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under relating to electronic voting on the resolution contained in the Notice of the Meeting.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from the official website of NSDL i.e. evoting.nsdl.com for the electronic voting, we now submit our consolidated report thereon.

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1. The result of the voting is as under:

Item 1: ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS (as a Special Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & vote held by them	115	18158219	12	11096	127	18169315
Less:	Number of Members & Invalid/Rejected Votes	2	45	0	0	2	45
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	113	18158174	12	11096	125	18169270

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	107	18155854	11	11095	118	18166949	99.99
Against	6	2320	1	1	7	2321	0.01
Total	113	18158174	12	11096	125	18169270	100.00

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ITEM NO. 2: APPOINTMENT OF SHRI VIVEK JINDAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY (as a Special Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & vote held by them	115	18154283	12	11096	127	18165379
Less:	Number of Members & Invalid/Rejected Votes	2	45	0	0	2	45
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	113	18154238	12	11096	125	18165334

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	
Favour	109	18104233	11	11095	120	18115328	99.72
Against	4	50005	1	1	5	50006	0.28
Total	113	18154238	12	11096	125	18165334	100.00

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2. The Chairman or any other person authorised by him in writing may accordingly declare the result thereof.
3. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 4186/2023

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Shashikant Tiwari
Partner
Membership No.: F11919
CP No.: 13050
UDIN: F011919E003403857

Place: Delhi
Date: 09.02.2024

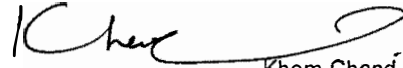
For Kamdhenu Limited


Khem Chand
Company Secretary & Compliance Officer

(Counter-signed by the chairman of the Company or any other person Authorised by him in writing)

General information about company	
Scrip code	532741
NSE Symbol	KAMDHENU
MSEI Symbol	NOTLISTED
ISIN	INE390H01012
Name of the company	KAMDHENU LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-02-2024
Start time of the meeting	11:00 AM
End time of the meeting	12:07 PM

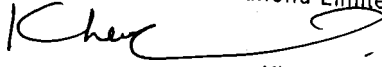
For Kamdhenu Limited



Khem Chand


Company Secretary & Compliance Officer

Scrutinizer Details	
Name of the Scrutinizer	Shashikant Tiwari
Firms Name	Chandrasekaran Associates, Company Secretaries
Qualification	CS
Membership Number	11919
Date of Board Meeting in which appointed	13-01-2024
Date of Issuance of Report to the company	09-02-2024

For Kamdhenu Limited

Khem Chand
Company Secretary & Compliance Officer

Voting results	
Record date	01-02-2024
Total number of shareholders on record date	16806
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	45
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

For Kamdhenu Limited

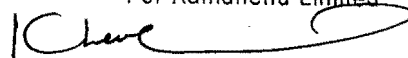


Khem Chand

Company Secretary & Compliance Officer

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	15820980	100	15820980	0	100
Public-Institutions	E-Voting	385641	50000	12.9654	50000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		385641	50000	12.9654	50000	0	100
Public- Non Institutions	E-Voting	10728879	2287194	21.3181	2284874	2320	99.8986	0.1014
	Poll		11096	0.1034	11095	1	99.991	0.009
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10728879	2298290	21.4215	2295969	2321	99.899
Total		26935500	18169270	67.4547	18166949	2321	99.9872	0.0128
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

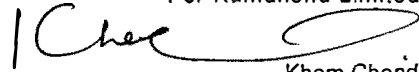
For Kamdhenu Limited



Khem Chand
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	45

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer

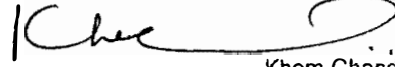
Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF SHRI VIVEK JINDAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% 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	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	15820980	100	15820980	0	100
Public-Institutions	E-Voting	385641	50000	12.9654	0	50000	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		385641	50000	12.9654	0	50000	0
Public- Non Institutions	E-Voting	10728879	2283258	21.2814	2283253	5	99.9998	0.0002
	Poll		11096	0.1034	11095	1	99.991	0.009
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10728879	2294354	21.3848	2294348	6	99.9997
Total		26935500	18165334	67.4401	18115328	50006	99.7247	0.2753
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For Kamdhenu Limited


Khem Chand
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	45

For Kamdhenu Limited



Khem Chand
Company Secretary & Compliance Officer