



KAMDHENU LIMITED

2nd Floor, Tower - A, Building No. 9, DLF Cyber City, Phase - III, Gurugram
PIN: 122002, (Haryana) Phone: - 0124 - 4604500, Fax: 0124 - 4210524
E-mail: kamdhenu@kamdhenulimited.com, website: www.kamdhenulimited.com

25th 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
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Ref: Security Code: KAMDHENU

Ref: Security Code: 532741

Subject: Outcome and Voting Results of 24th Annual General Meeting (AGM) held on 24th September, 2018.

Dear sir,

This is to inform you that the 24th Annual General Meeting (AGM) of the Company was held on Monday, 24th September, 2018 at 10:00 A.M. at Hotel Mapple Emerald, NH-8, Rajokari, New Delhi-110038.

Pursuant to Regulation 30, read with Part A of Schedule III and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith:

1. Voting Results in prescribed format.
2. Scrutinizers Report.
3. Proceedings of the 24th Annual General Meeting.

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

Thanking you,
Yours faithfully,

For Kamdhenu Limited,

(Jogeswar Mohanty)
Company Secretary & Compliance Officer



Securities and Exchange Board of India

Annexure-I

Format for Voting Results

Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, including audited Balance Sheet as at 31st March, 2018 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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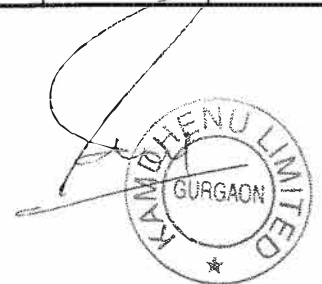
Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	0	0	0	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	0	0	0	0	0.0	0.0
Public - Non Institutions	E-Voting	726391	726391	100	726391	0	100.0	0.0
	Poll	57	57	100	57	0	100.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726448	0	100.0	0.0
Total		17311740	17017335	98.30	17017335	0	100.0	0.0

MDHENU LIMITED
GURGAON

Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To declare a dividend of Rs. 1/- per Equity Share having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2018.
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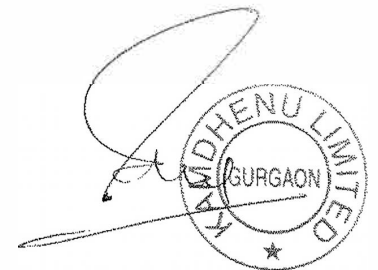
Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	100.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726395	726395	100	726395	0	100.0	0.0
	Poll	53	53	100	53	0	100.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726448	0	100.0	0.0
Total		17311740	17311740	100	17311740	0	100.0	0.0



Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To appoint a Director in place of Shri Satish Kumar Agarwal (DIN: 00005981), who retires by rotation and being eligible, offers himself for re-appointment.
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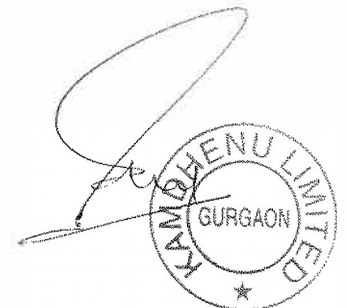
Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726391	726391	100	726331	60	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726388	60	100.0	0.0
Total		17311740	17311740	100	17311680	60	100.0	0.0



Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To appoint a Director in place of Shri Sunil Kumar Agarwal(DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.
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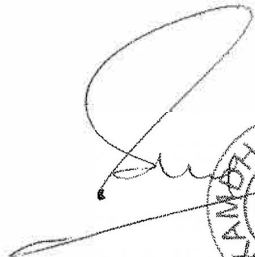

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726391	726391	100	726331	60	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726388	60	100.0	0.0
Total		17311740	17311740	100	17311680	60	100.0	0.0



Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.
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Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the					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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726391	726391	100	726331	60	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726388	60	100.0	0.0
Total		17311740	17311740	100	17311680	60	100.0	0.0

Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s).
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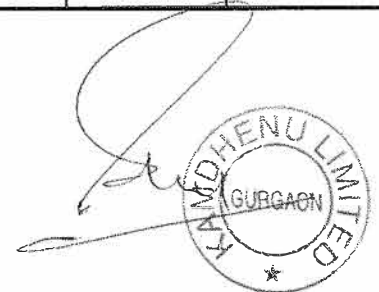
Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the					No			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726391	726391	100	726331	60	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726388	60	100.0	0.0
Total		17311740	17311740	100	17311680	60	100.0	0.0

A handwritten signature is written over a circular stamp. The stamp contains the text "KAMCHENU LIMITED" around the top edge and "GURGAON" in the center, with a small star at the bottom.

Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To increase the remuneration payable to ShriSatis Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s).
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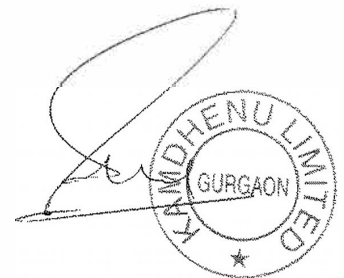
Resolution required (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are interested in the					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726371	726371	100	726331	40	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726428	726428	100	726388	40	100.0	0.0
Total		17311720	17311720	100	17311680	40	100.0	0.0



Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To increase the remuneration payable to Shri Sunil Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s).
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Resolution required (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are interested in the					Yes			
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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	294405	0	0.0	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	294405	0	0.0	0.0
Public - Non Institutions	E-Voting	726371	726371	100	726331	40	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726428	726428	100	726388	40	100.0	0.0
Total		17311720	17311720	100	17311680	40	100.0	0.0



Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To increase the remuneration payable to ShriSaurabhAgarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s).
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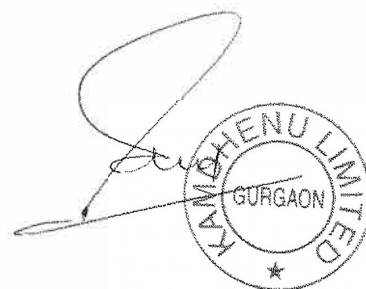
Resolution required (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are interested in the					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes posted	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour 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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	0	294405	0.0	100.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	0	294405	0.0	100.0
Public - Non Institutions	E-Voting	726391	726391	100	726351	40	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726408	40	100.0	0.0
Total		17311740	17311740	100	17017295	294445	98.3	1.7

Date of AGM/EGM	September 24, 2018
Total number of shareholders on record date	10074
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	16
Public:	52
No. of shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Agenda:	To increase the remuneration payable to Shri Sachin Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s).
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Resolution required (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are interested in the					Yes			
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	0.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	16290887	16290887	100	16290887	0	100.0	0.0
Public - Institutions	E-Voting	294405	294405	100	0	294405	0.0	100.0
	Poll	0	0	0	0	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	294405	294405	100	0	294405	0.0	100.0
Public - Non Institutions	E-Voting	726391	726391	100	726351	40	100.0	0.0
	Poll	57	57	100	57	0	0.0	0.0
	Postal Ballot	0	0	0	0	0	0.0	0.0
	Total	726448	726448	100	726408	40	100.0	0.0
Total		17311740	17311740	100	17017295	294445	98.30	1.70



KAMBIHENU LIMITED
GURGAON

Scrutinizer's Report on remote e-voting and voting by the ballot at the 24th Annual General Meeting

The Chairman
24th Annual General Meeting of the Equity Shareholders of
Kamdhenu Limited

Date of Meeting: September 24, 2018

Day of Meeting: Monday

Time of Meeting: At 10:00 a.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 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 voting by ballot at the 24th Annual General Meeting ("the Meeting") in respect of the below mentioned resolutions considered at the Meeting of the Equity shareholders of the Company as per notice dated May 28, 2018.

The Notice dated May 28, 2018 convening the Meeting was sent to the shareholders on August 29, 2018 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on September 24, 2018.

The Company has availed the electronic voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the shareholders as well as Poll at the Annual General Meeting of the Company.

The remote e-voting period commenced on Friday, September 21, 2018 at 9:00 am and concluded on Sunday, September 23, 2018 at 5:00 pm.

Further, the Chairman announced the poll at the Meeting for the Shareholders who attended the meeting but have not cast their vote through remote e-voting.

The shareholders holding shares as at the close of business hours on Monday, September 17, 2018 (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 Meeting.

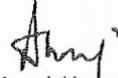
After the time fixed for voting through Poll at the meeting venue, i.e. between 11:00 A.M. to 11:30 A.M., ballot box kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconcile with the records maintained by M/s.

Subsequently, the remote e-voting module was unblocked on September 24, 2018 around 1:00 P.M in the presence of two witnesses, Mr. Ishaan Sharma R/o, B-10, Tagore Market Kirti Nagar, New Delhi-110015 and Mr. Anuj Kumar R/o C-218 Pandav Nagar, New Delhi 110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Ishaan Sharma



Mr. Anuj Kumar

The votes cast through remote e-voting and poll, if any, 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 there-under relating to remote e-voting and poll on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and Poll is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of Karvy for the remote e-voting process and further based on the votes cast through Poll, we now submit our consolidated report(e-voting and poll) as under.



1. The result of the voting is as under:

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, including audited Balance Sheet as at 31st March, 2018 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)

"Resolved that the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended on that date as per Ind-AS including reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted."

Particulars	REMOTE E-VOTING		POLL		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less: Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less: Total No. of Members & Votes not exercised/Partially exercised	2	294405	0	0	0	0
No of Valid Votes Cast	33	17017278	18	57	51	17017335

Particulars	REMOTE E-VOTING		POLL		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	33	17017278	18	57	51	17017335	100.00
Against	0	0	0	0	0	0	0.00
Total	33	17017278	18	57	51	17017335	100.00



CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 2: To declare a dividend of Rs. 1/- per Equity Share having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2018. (Ordinary Resolution)

"Resolved that a final dividend of Rs. 1/- per equity share of face value Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2018, as recommended by the Board, be and is hereby approved and declared."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35	17311683	18	57	53	17311740	100.00
Against	0	0	0	0	0	0	0.00
Total	35	17311683	18	57	53	17311740	100.00



CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 3: To appoint a Director in place of Shri Satish Kumar Agarwal (DIN: 00005981), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

"Resolved that Shri Satish Kumar Agarwal (DIN:00005981), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.**



CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 4: To appoint a Director in place of Shri Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

"Resolved that Shri Sunil Kumar Agarwal (DIN:00005973), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.**



CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 5: To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration. (Ordinary Resolution)

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 28th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Resolved further that the ratification of the auditor's for their remaining term shall be done, if required by law."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less;	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less;	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.



CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 6: To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Ordinary Resolution)

"Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the remuneration of Rs. 50,000/- plus service tax and reimbursement of out of pocket expenses as approved

by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditor of the Company, for the financial year ending 31st March, 2019, be and is hereby approved and ratified.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00



CHANDRASEKARAN ASSOCIATES

Continuation.....

Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.

Resolution No. 7: To increase the remuneration payable to Shri Satish Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"**Resolved that** pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Satish Kumar Agarwal (DIN:00005981), Chairman & Managing Director of the Company to Rs. 12,75,000/- comprising salary Rs. 12,50,000/- & perquisites of Rs. 25,000/-

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0



CHANDRASEKARAN ASSOCIATES

Continuation.....

Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	40	0	0	1	40	0.00
Total	35	17311663	18	57	53	17311720	100.00

*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.

Resolution No. 8: To increase the remuneration payable to Shri Sunil Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Sunil Kumar Agarwal (DIN:00005973), Whole Time Director of the Company to Rs.12,50,000/- comprising salary Rs. 12,25,000/- & perquisites of Rs. 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."



	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	40	0	0	1	40	0.00
Total	35	17311663	18	57	53	17311720	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.**

Resolution No. 9: To increase the remuneration payable to Shri Saurabh Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as



CHANDRASEKARAN ASSOCIATES

Continuation.....

may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Saurabh Agarwal (DIN:00005970), Whole Time Director of the Company to Rs. 12,25,000/- comprising salary Rs. 12,00,000/- & perquisites of Rs. 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	33*	17017238	18	57	51	17017295	98.30
Against	3*	294445	0	0	1	294445	1.70
Total	35	17311683	18	57	53	17311740	100.00

*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.



CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 10: To increase the remuneration payable to Shri Sachin Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"**Resolved** that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is here by accorded to increase the monthly remuneration payable to Shri Sachin Agarwal (DIN:01188710), Whole Time Director of the Company to Rs. 12,25,000/- comprising salary Rs. 12,00,000/- & perquisites of Rs. 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740



CHANDRASEKARAN ASSOCIATES

Continuation.....


Particulars	REMOTE E-VOTING		POLL		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	33*	17017238	18	57	51	17017295	98.30
Against	3*	294445	0	0	1	294445	1.70
Total	35	17311683	18	57	53	17311740	100.00

*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.

- The Chairman may accordingly declare the result thereof.
- Relevant records pertaining to the remote e-voting and Polling paper 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.

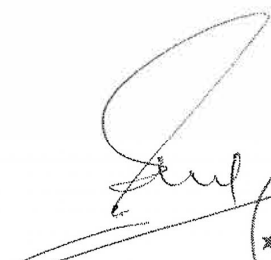
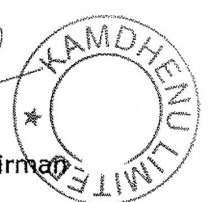
Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries


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



Place: Delhi
Date: 24-09-2018


Counter-signed by Chairman 



KAMDHENU LIMITED

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

PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF KAMDHENU LIMITED HELD ON MONDAY, 24TH SEPTEMBER, 2018 AT 10:00 A.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. Mrs. Versa Singhania | - | Representing B S D & Company,
Statutory Auditors. |
| 9. Mr. Shashikant Tiwari | - | Representing Chandrasekaran Associates,
Secretarial Auditors. |

In Attendance:

Mr. Vinod Negi representative from Karvy Computershare Pvt. Ltd., RTA.

Members Attendance:

Total 68 Members were personally present in the meeting and none represented by proxies.

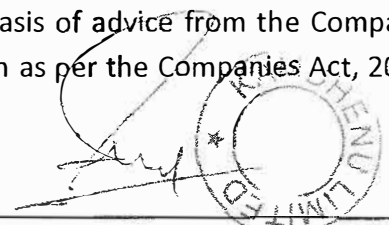
Statutory Registers were available during the meeting for inspection by the members

Mr. Satish Kumar Agarwal, Chairman of the board of directors, took the chair and welcomed the members to the 24th Annual General Meeting of the Company.

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

Chairman acknowledged the presence of Mrs. Versa Singhania representing B S D & Company, Statutory Auditors, Mr. Shashikant Tiwari Representing Chandrasekaran Associates, Secretarial Auditors and Mr. Vinod Negi, 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 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 10 of the Notice of 24th 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.

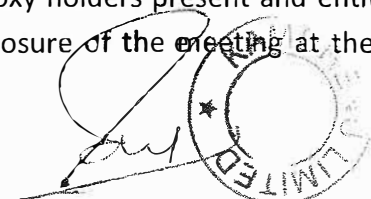
Thereafter, Chairman took up the formal proceeding of the meeting. With concurrence of the members, the Notice of the 24th Annual General Meeting together with financial statements, Directors Report and Auditors Report were taken as read.

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 10 of the Notice of 24th 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 10 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 10 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

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venue. The scrutinizer for polling Mr. Shashikant Tiwari 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 on receipt of the scrutinizer report on the poll to be conducted, the results of the voting will be declared on or before 5:00 P.M. on 25th September, 2018. 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. Shashikant Tiwari, scrutinizer appointed for poll, to takeover the poll proceedings and submit his report on or before 5:00 P.M. on 25th September, 2018.

Thanking all the members for their participation, suggestions and comments, Chairman announced the formal closure of the 24th Annual General Meeting of Company at 11:00 P.M.

Conduct of Poll

Mr. Shashikant Tiwari, 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 11:30 P.M. The scrutinizer then took the custody of the polling box.

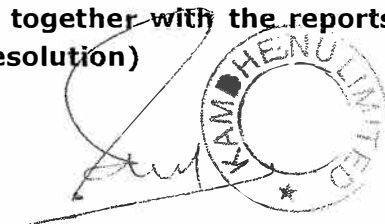
Result of the Electronic voting and the poll on the Ordinary and the Special Businesses at the Annual General Meeting

On the basis of scrutinizers report for electronic voting and the scrutinizers report dated 24th September, 2018 for the poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 24th September, 2018 that all the resolutions as set out in Item No. 1 to 10 in the Notice of 24th 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 31st March, 2018, including audited Balance Sheet as at 31st March, 2018 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 handwritten signature in black ink is written over a circular stamp. The stamp contains the text "KAMDHENU LIMITED" around the perimeter and a small star at the bottom. The signature is written in a cursive style.

"Resolved that the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended on that date as per Ind-AS including reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	2	294405	0	0	0	0
	No of Valid Votes Cast	33	17017278	18	57	51	17017335

Particulars	REMOTE E-VOTING		POLL		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	33	17017278	18	57	51	17017335	100.00
Against	0	0	0	0	0	0	0.00
Total	33	17017278	18	57	51	17017335	100.00

The resolution passed with requisite majority.

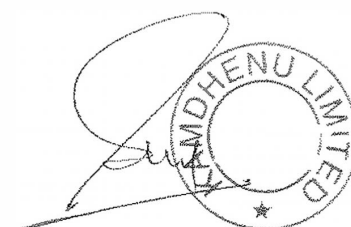
Resolution No. 2: To declare a dividend of Rs. 1/- per Equity Share having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2018. (Ordinary Resolution)

"Resolved that a final dividend of Rs. 1/- per equity share of face value ` 10/- each fully paid up for the Financial Year ended 31st March, 2018, as recommended by the Board, be and is hereby approved and declared."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35	17311683	18	57	53	17311740	100.00
Against	0	0	0	0	0	0	0.00
Total	35	17311683	18	57	53	17311740	100.00

The resolution passed with requisite majority.



Resolution No. 3: To appoint a Director in place of ShriSatish KumarAgarwal (DIN: 00005981), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

"Resolved that ShriSatish Kumar Agarwal (DIN:00005981), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.**

The resolution passed with requisite majority.

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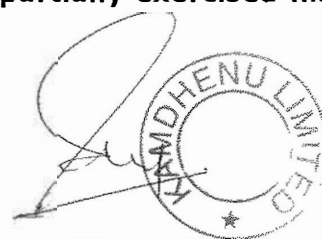
Resolution No. 4: To appoint a Director in place of Shri Sunil Kumar Agarwal(DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)

"Resolved thatShri Sunil Kumar Agarwal (DIN:00005973), who retires by rotation and being eligible offers himself forre-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.**



The resolution passed with requisite majority.

Resolution No. 5: To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.(Ordinary Resolution)

"**Resolved that** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 28th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Resolved further that the ratification of the auditor's for their remaining term shall be done, if required by law."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.

The resolution passed with requisite majority.

SPECIAL BUSINESS

Resolution No. 6: To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Ordinary Resolution)

"**Resolved that** pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the remuneration of Rs. 50,000/- plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditor of the Company, for the financial year ending 31st March, 2019, be and is hereby approved and ratified.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Particulars	REMOTE E-VOTING		POLL		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less: Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0

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Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	60	0	0	1	60	0.00
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 40 share in favour and for 60 shares in against.**

The resolution passed with requisite majority.

Resolution No. 7: To increase the remuneration payable to ShriSatish Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to ShriSatish Kumar Agarwal (DIN:00005981), Chairman & Managing Director of the Company to Rs. 12,75,000/- comprising salary Rs. 12,50,000/- & perquisites of Rs. 25,000/-

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

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	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311.683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

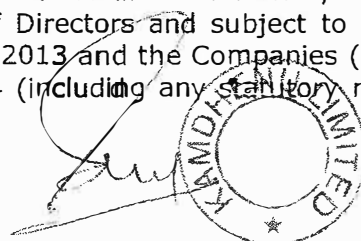
Particulars	REMOTE E-VOTING		POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	35*	17311623	18	57	53	17311680	100.00
Against	1*	40	0	0	1	40	0.00
Total	35	17311663	18	57	53	17311720	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.**

The resolution passed with requisite majority.

Resolution No. 8: To increase the remuneration payable to Shri Sunil Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or

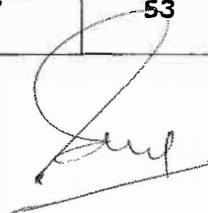


re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Sunil Kumar Agarwal (DIN:00005973), Whole Time Director of the Company to Rs.12,50,000/- comprising salary Rs. 12,25,000/- & perquisites of Rs. 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

Particulars	REMOTE E-VOTING		POLL		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	35*	17311623	18	57	53	17311680	100.00
Against	1*	40	0	0	1	40	0.00
Total	35	17311663	18	57	53	17311720	100.00



*Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.

The resolution passed with requisite majority.

Resolution No. 9: To increase the remuneration payable to ShriSaurabhAgarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"Resolvedthat pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to ShriSaurabh Agarwal (DIN:00005970), Whole Time Director of the Company to Rs. 12,25,000/-comprising salary Rs. 12,00,000/- & perquisites of Rs. 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvalsincluding approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

	Particulars	REMOTE E-VOTING		POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740

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Particulars	REMOTE E-VOTING		POLL		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	33*	17017238	18	57	51	17017295	98.30
Against	3*	294445	0	0	1	294445	1.70
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.**

The resolution passed with requisite majority.

Resolution No. 10: To increase the remuneration payable to Shri Sachin Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s). (Special Resolution)

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is here by accorded to increase the monthly remuneration payable to Shri Sachin Agarwal (DIN:01188710), Whole Time Director of the Company to Rs. 12,25,000/- comprising salary Rs. 12,00,000/- & perquisites of Rs. 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

Particulars	REMOTE E-VOTING		POLL		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	35	17311683	18	57	53	17311740

Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	35	17311683	18	57	53	17311740



Particulars	REMOTE E-VOTING		POLL		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	33*	17017238	18	57	51	17017295	98.30
Against	3*	294445	0	0	1	294445	1.70
Total	35	17311683	18	57	53	17311740	100.00

***Out of 35 members, one member holding 100 shares partially exercised his vote i.e for 60 share in favour and for 40 shares in against.**

The resolution passed with requisite majority.

Date: 24.09.2018

Place: New Delhi

(Satish Kumar Agarwal)

Chairman & Managing Director

DIN: 00005981