



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

30th September, 2019

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

To,
The Manager- Listing
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Ref: Security Code: 532741

Dear Sir,

Sub: Proceedings of 25th Annual General Meeting ('AGM') held on 30th September, 2019.

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting to the exchange the business transacted at the 25th Annual General Meeting of the Company held on 30.09.2019, at Hotel Pride Plaza, Aerocity, New Delhi-110037.

The Meeting commenced at 10:00 AM and concluded at 11.00 AM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re.1/- per Equity Share (i.e. @ 10%) having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2019.
3. To appoint Mr. Saurabh Agarwal (DIN:00005970) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Mr. Sachin Agarwal (DIN: 01188710) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
6. To appoint Mr. Mahendra Kumar Doogar as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
7. To appoint Mr. Ramesh Chandra Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
8. To appoint Mr. Ramesh Chand Surana as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
9. To appoint Mrs. Nishal Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
10. To Re-appoint Mr. Satish Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
11. To Re-appoint Mr. Sunil Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
12. To Re-appoint Mr. Saurabh Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:



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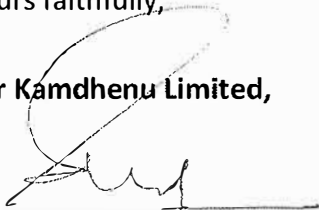
13. To Re-appoint Mr. Sachin Agarwal as Whole Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

Kindly note that voting results has been announced after receipt of Scrutinizer's Report and all above resolutions as set out in the Notice of Annual General Meeting passed with requisite majority. The same will be submitted to the exchanges as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Thanking you,
Yours faithfully,

For Kamdhenu Limited,



(Satish Kumar Agarwal)

Chairman & Managing Director

DIN: 00005981





KAMDHENU LIMITED

2nd Floor, Tower - A, Building No. 9, DLF Cyber City, Phase - III, Gurugram
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E-mail: kamdhenu@kamdhenulimited.com, website: www.kamdhenulimited.com

PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF KAMDHENU LIMITED HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 10:00 A.M. AT HOTEL PRIDE PLAZA, AEROCITY, NEW DELHI-110037.

Sitting on the dais :

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

In Attendance:

Mr. John Mathew, representative from Karvy Fintech Pvt. Ltd. (Formerly known as Karvy Computershare Pvt. Ltd.), RTA.

Members Attendance:

Total 75 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 25th Annual General Meeting of the Company.

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

Chairman acknowledged the presence of Mr. Surendra Khinvasra representing B S D & Company, Statutory Auditors, Mr. Rupesh Agarwal Representing Chandrasekaran Associates, Secretarial Auditors and Mr. John Mathew, representative from Karvy Fintech Pvt. Ltd.(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 to be ordered for voting on all resolutions as set out in the Item No 1 to 13 of the Notice of 25th 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 25th Annual General Meeting together with financial statements, Directors Report and Auditors Report were taken as read.


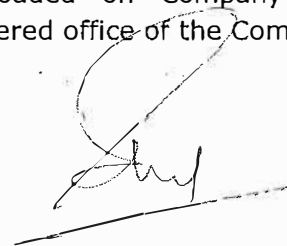
Chairman stated that it was obligatory to provide voting rights to the members present personally or through proxies at the Annual General Meeting to vote in proportion to the shares held by them. He further stated that poll to be ordered for the voting on all the resolutions of ordinary and special business as set out in Item No. 1 to 13 of the Notice of 25th 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 13 set out in the Notice of the Annual General Meeting and operation of the Company during the year under review.

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 which were of regular nature.

The Chairman then ordered the poll on all resolutions set out in Item No. 1 to 13 of the Notice of Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the poll to be taken immediately after closure of the meeting at the same venue. The scrutinizer for polling Mr. Rupesh Agarwal will independently carry out the voting in a fair and transparent manner.

Sharing the manner in which the results will be compiled, the Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll 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 01st October, 2019. 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.



The image shows a handwritten signature in blue ink, which appears to be 'Shy'. To the right of the signature is a circular stamp. The stamp contains the text 'KAMDHENU LIMITED' around the top edge, 'GURGAON' in the center, and a small star at the bottom.

Then he invited Mr. Rupesh Agarwal, scrutinizer appointed for poll, to takeover the poll proceedings and submit his report on or before 5:00 P.M. on 01st October, 2019.

Thanking all the members for their participation, suggestions and comments, Chairman announced the formal closure of the 25th Annual General Meeting of Company at 11:00 A.M.

Conduct of Poll

Mr. Rupesh Agarwal, scrutinizer appointed for poll, conducted the poll which included distribution of polling papers, showing empty polling box to members and locking the empty polling box in presence of members. After ensuring that all the members and proxies participating in the poll has casted their votes, the scrutinizer closed the poll at around 10:50 A.M. The scrutinizer then took the custody of the polling box.

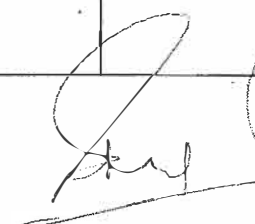
Result of the Electronic voting and the poll on the Ordinary and the Special Businesses at the Annual General Meeting

On the basis of scrutinizers report for electronic voting and the scrutinizers report dated 30th September, 2019 for the poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 30th September, 2019 that all the resolutions as set out in Item No. 1 to 13 in the Notice of 25th 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:

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	293160	0	0	2	293160


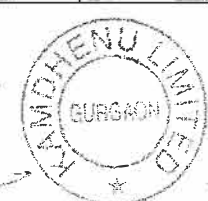



	No of Valid Votes Cast	44	17062312	33	27429	77	17089741

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	44	17062312	33	27429	77	17089741	100.00
Against	0	0	0	0	0	0	0.00
Total	44	17062312	33	27429	77	17089741	100.00

Resolution No. 2: To declare a dividend of Re. 1/- per Equity Share (i.e. @ 10%) having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2019. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901
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Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 3: To appoint Mr. Saurabh Agarwal (DIN: 00005970) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

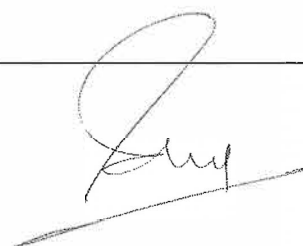




Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

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

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING	BALLOT PAPER	TOTAL	% of total number
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	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	of valid votes cast
Favour	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 5: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

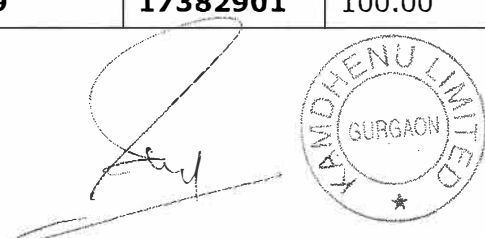



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Resolution No. 6: To appoint Mr. Mahendra Kumar Doogar as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

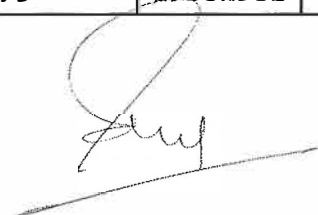

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	44	17062312	33	27429	77	17089741	98.31
Against	2	293160	0	0	2	293160	1.69
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 7: To appoint Mr. Ramesh Chandra Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

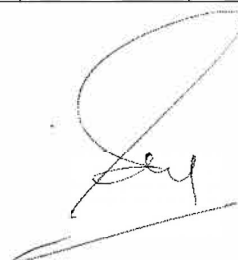
Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 8: To appoint Mr. Ramesh Chand Surana as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

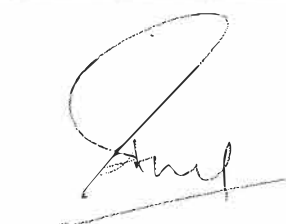

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	44	17062312	33	27429	77	17089741	98.31
Against	2	293160	0	0	2	293160	1.69
Total	46	17355472	33	27429	79	17382901	100.00




Resolution No. 9: To appoint Mrs. Nishal Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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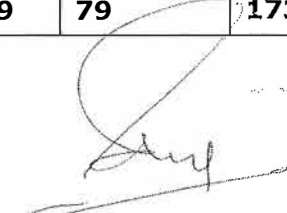

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 10: To Re-appoint Mr. Satish Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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
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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	46	17355472	33	27429	79	17382901

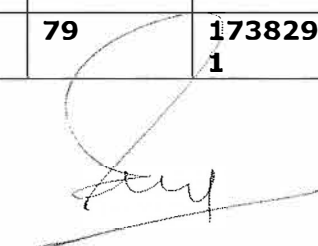

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
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Favour	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 11: To Re-appoint Mr. Sunil Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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
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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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

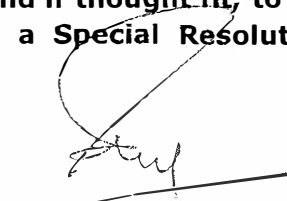




Resolution No. 12: To Re-appoint Mr. Saurabh Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Resolution No. 13: To Re-appoint Mr. Sachin Agarwal as Whole Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Date: 30.09.2019

Place: Gurugram


 (Satish Kumar Agarwal)
 Chairman & Managing Director
 DIN: 00005981



**Scrutinizer's Report on remote e-voting and voting through polling papers at the
25th Annual General meeting**

To,
The Chairman
25th Annual General Meeting of the Equity Shareholders
of Kamdhenu Limited

Date of Meeting: September 30, 2019
Day of Meeting: Monday
Time of Meeting: At 10:00 a.m.
Venue of the Meeting: Hotel Pride plaza, Aerocity, New Delhi-110037

Dear Sir,

I, Rupesh Agarwal, Managing 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 Kamdhenu Limited ("Company") for remote e-voting and voting through polling papers at the 25th 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 02, 2019

The Notice dated May 02, 2019 convening the Meeting was sent to the shareholders on September 3, 2019 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on September 30, 2019.

The Company has availed the remote e-voting facilities offered by Karvy Fintech Private Limited (Formerly Karvy Computershare Private Limited) ("Karvy") for conducting e-voting by the shareholders at the Annual General Meeting of the Company.

The remote e-voting period commenced on Friday, September 27, 2019 at 9:00 (IST) a.m. and concluded on Sunday, September 29, 2019 at 5:00 p.m. (IST).

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

The shareholders holding shares as at the close of business hours on Monday, September 23, 2019 ("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 at the Meeting.



After the time fixed for voting through poll at the meeting, i.e. between 10:20 a.m. to 10:50 a.m., ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

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

Subsequently, the remote e-voting module was unblocked on September 30, 2019 around - 11:10 A.M in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A Pandav Nagar, Delhi-110092 and Ms. Shivangi Kapoor R/o F-69, Near Bal Bhawan School , Laxmi Nagar-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. Shashikant Tiwari



Ms. Shivangi Kapoor

Our Report is based on Register of Voting i.e. votes cast through remote e-voting and voting through polling paper at the Meeting.

The votes cast through remote e-voting and through polling papers 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 through Ballot on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and Poll through Ballot 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 Ballot, we now submit our consolidated report thereon.



CHANDRASEKARAN ASSOCIATES

Continuation.....

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, 2019, and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	293160	0	0	2	293160
No of Valid Votes Cast	44	17062312	33	27429	77	17089741

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	44	17062312	33	27429	77	17089741	100.00
Against	0	0	0	0	0	0	0.00
Total	44	17062312	33	27429	77	17089741	100.00

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 2: To declare a dividend of Re. 1/- per Equity Share (i.e. @ 10%) having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2019. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00



 CHANDRASEKARAN ASSOCIATES
 NEW DELHI
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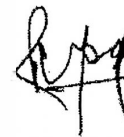

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 3: To appoint Mr. Saurabh Agarwal (DIN: 00005970) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00


CHANDRASEKARAN ASSOCIATES

Continuation.....

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

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Sachin Agarwal

 CHANDRASEKARAN ASSOCIATES
 NEW DELHI
 COMPANY SECRETARIES

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 5: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

CHANDRASEKARAN ASSOCIATES
 NEW DELHI
 COMPANY SECRETARIES

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 6: To appoint Mr. Mahendra Kumar Doogar as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	44	17062312	33	27429	77	17089741	98.31
Against	2	293160	0	0	2	293160	1.69
Total	46	17355472	33	27429	79	17382901	100.00




CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 7: To appoint Mr. Ramesh Chandra Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00





CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 8: To appoint Mr. Ramesh Chand Surana as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	44	17062312	33	27429	77	17089741	98.31
Against	2	293160	0	0	2	293160	1.69
Total	46	17355472	33	27429	79	17382901	100.00





CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 9: To appoint Mrs. Nishal Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00



 CHANDRASEKARAN ASSOCIATES
 NEW DELHI
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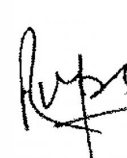
CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 10: To Re-appoint Mr. Satish Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00




CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 11: To Re-appoint Mr. Sunil Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 12: To Re-appoint Mr. Saurabh Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00





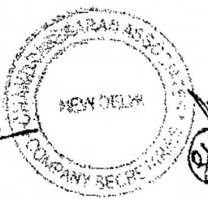
CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 13: To Re-appoint Mr. Sachin Agarwal as Whole Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901
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	46	17355472	33	27429	79	17382901

Particulars	REMOTE E-VOTING		BALLOT PAPER		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	46	17355472	33	27429	79	17382901	100.00
Against	0	0	0	0	0	0	0.00
Total	46	17355472	33	27429	79	17382901	100.00

Sachin Agarwal

[Signature]

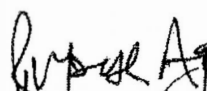
CHANDRASEKARAN ASSOCIATES


Continuation.....

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

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries


Rupesh Agarwal
Managing Partner
Membership No.: 16302
CP No.: 5673



Place: Delhi
Date: 30.09.2019




Counter-signed by Chairman