



# KAMDHENU LIMITED

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

28<sup>th</sup> September, 2020

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

Dear Sir,

**Sub: Proceedings of 26<sup>th</sup> Annual General Meeting ('AGM') held on 28<sup>th</sup> September, 2020.**

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting to the exchange the Proceedings of 26<sup>th</sup> Annual General Meeting ('AGM') held on 28<sup>th</sup> September, 2020 through Video Conference (VC)/ Other Audio Visual Means (OAVM).

The Meeting commenced at 10:00 AM and concluded at 11.05 AM.

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, and the reports of the Board of Directors and Auditors' thereon.
2. To approve and declare a dividend of Re. 0.50 per Equity Share (i.e. @ 5%) having face value of Rs. 10/- each fully paid up for the Financial Year ended 31<sup>st</sup> March, 2020.
3. To re-appoint Mr. Satish Kumar Agarwal (DIN: 00005981), who retires by rotation at the 26<sup>th</sup> Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.
4. To re-appoint Mr. Sunil Kumar Agarwal (DIN:00005973) as Director, who retires by rotation at the 26<sup>th</sup> Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.

For Kamdhenu Limited

Company Secretary

**SPECIAL BUSINESS:**

5. To ratify and approve the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021 and in this regard to consider.

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,

Kamdhenu Limited.



For Kamdhenu Limited

(Jageswar Mohanty)

Company Secretary Company Secretary

M. No. ACS23247



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## SUMMARY OF PROCEEDINGS OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF KAMDHENU LIMITED HELD ON MONDAY, 28<sup>TH</sup> SEPTEMBER 28, 2020

The 26<sup>th</sup> Annual General Meeting ('AGM' or 'meeting') of Kamdhenu Limited ('the Company') was held on Monday, 28<sup>th</sup> September, 2020 at 10:00 A.M.(IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs ('MCA') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ('SEBI') (hereinafter referred as 'Circulars') and as per the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Secretarial Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Directors Present:

Mr. Satish Kumar Agarwal	-	Chairman & Managing Director
Mr. Sunil Kumar Agarwal	-	Wholetime Director
Mr. Saurabh Agarwal	-	Wholetime Director
Mr. Sachin Agarwal	-	Wholetime Director
Mr. Mahendra Kumar Dooger	-	Independent Director & Chairman, Audit Committee
Mr. Ramesh Chandra Jain	-	Independent Director

### In Attendance:

Mr. Harish Kumar Agarwal	-	Chief Financial Officer
Mr. Jogeswar Mohanty	-	Company Secretary

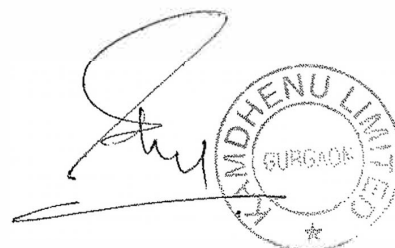
### Invitees:

Mr. Rupesh Agarwal	-	Partner, Chandrasekaran Associates (Secretarial Auditors)
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Mr. Satish Kumar Agarwal presided over the meeting.

Mr. Jogeswar Mohanty, Company Secretary of the Company welcomed all the Members of the Company, Chairman, Board of Directors, other stakeholders and dignitaries present at the meeting.

1. As the requisite quorum was present, with the Company Secretary called the meeting to order. He stated that Annual Report for the financial year 2019-20 along with Notice for the 26<sup>th</sup>AGM was dispatched to the members of the Company whose email addresses was registered with the Company /RTA/Depositories and to all others who were entitled for the same through electronic mode.
2. He further announced that the requisite registers and all other documents as referred in the Notice were open for inspection electronically during the AGM.
3. The Chairman welcomed all present at the 26<sup>th</sup>AGM and briefly introduced the Directors, Key Managerial Personnel and Invitees who were present in the meeting through Video Conferencing. The Chairman also informed that the Chairperson of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee were present at the AGM. He further confirmed that the Company has made all efforts feasible under the current circumstances to enable the members to participate in the meeting through the video conferencing facility and vote electronically.
4. The Notice convening the AGM, Auditors Report, Directors' Report and related documents were taken as read.
5. The Chairman, then, briefed the objectives and implications of the Ordinary Businesses set forth in the AGM Notice. The Chairman further informed that, the Company has provided the facility to cast the votes electronically during September 25, 2020 to September 27, 2020, on all resolutions set forth in the 26<sup>th</sup> AGM Notice. Members who were participating in the meeting and had not cast their votes through remote e-voting were provided an opportunity to cast their votes through e-voting at the meeting.



A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "AMDHENU LIMITED" around the top edge, "GURGAON" in the center, and a small star at the bottom. The signature is a cursive script that appears to read "Satish Kumar Agarwal".

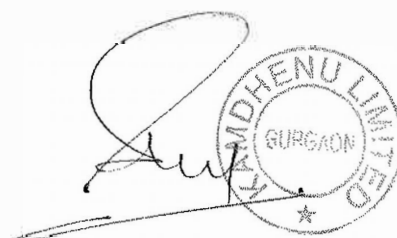
6. The Chairman delivered the speech covering the business areas and future planning of the Company.
7. The Chairman concluded his speech by thanking the members, the employees, his colleagues on the Board and all the stakeholders for their continued support.
8. Chief Financial Officer of the Company, Mr. Harish Kumar Agarwal also elaborated the Financial performance of the Company and effect of COVID-19 on the business of the Company.
9. The Chairman informed that Mr. Rupesh Agarwal, Managing Partner of M/s Chandrasekaran Associates, Company Secretaries, was appointed as by the Board of Directors of the Company as the Scrutinizer for scrutinizing the voting process, in a fair and transparent manner. The Scrutinizer would consolidate the results of remote e-voting and e- voting at the AGM and then submit his report.

The queries raised by members on the Company's operations and financial statements for the year ended March 31, 2020, were duly answered by the Chairman and the Chief Financial Officer of the Company to the satisfaction of the members.

Thereafter, the Chairman announced that the e-voting process would remain open for another 30 minutes for members who have not yet cast their vote.

10. The result of Remote voting and E-voting at the Annual General Meeting is as under:

On the basis of scrutiners report for electronic voting and the scrutiners report dated 28<sup>th</sup> September, 2020 for the E-voting at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 28<sup>th</sup> September, 2020 that all the resolutions as set out in Item No. 1 to 5 in the Notice of 26<sup>th</sup> Annual General Meeting of the Company, have been duly passed by requisite majority.



A handwritten signature in black ink is written over 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. The signature appears to be "Rupesh Agarwal".

The result of the Remote e-voting as well as E-voting at the Annual General Meeting is as under:

**Resolution no. 1.**

**To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2020, and the reports of the Board of Directors and Auditors' thereon.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	84	1,77,13,876	3	67,325	87	1,77,81,201
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>	<b>100.00</b>

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**Resolution No. 2.**

**To approve and declare a dividend of Re. 0.50 per Equity Share (i.e. @ 5%) having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2020.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
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Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>	<b>100.00</b>

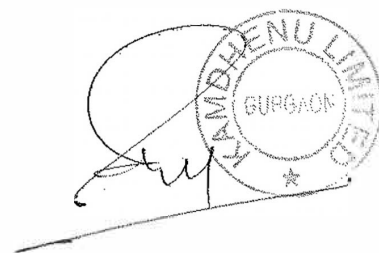
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**Resolution No. 3.**

**To re-appoint Mr. Satish Kumar Agarwal (DIN: 00005981), who retires by rotation at the 26th Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	84	1,77,13,876	3	67,325	87	1,77,81,201
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Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>	<b>100.00</b>



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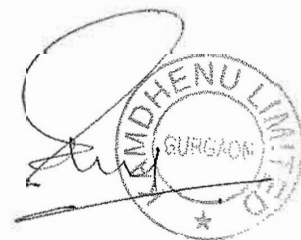


**Resolution No. 4.**

**To re-appoint Mr. Sunil Kumar Agarwal (DIN:00005973) as Director, who retires by rotation at the 26th Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	84	1,77,13,876	3	67,325	87	1,77,81,201
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>	<b>100.00</b>



**Resolution No. 5.**

**To ratify and approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 and in this regard to consider:**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	84	1,77,13,876	3	67,325	87	1,77,81,201
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>	<b>100.00</b>

11. The Chairman concluded his address by thanking all the participants for attending the AGM and declared the meeting as closed.

Date: 28.09.2020

Place: Gurugram



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

**Consolidated Scrutinizer's Report on 26<sup>th</sup> Annual General Meeting of  
KAMDHENU Limited**

To,  
The Chairman  
**26<sup>th</sup> Annual General Meeting of Equity Shareholders of  
KAMDHENU Limited**  
**Registered Office: A-1112 & A-1114, RIICO Industrial Area, Phase-III, Bhiwadi,  
Alwar, Rajasthan - 301019**

Date of Meeting: September 28, 2020  
Day of Meeting: Monday  
Time of Meeting: At 10:00 a.m. (IST)  
Mode of Meeting: Through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM")

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 by the Board of Directors of M/s. Kamdhenu Limited ("the Company") as Scrutinizer for remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 26<sup>th</sup> Annual General Meeting ("the Meeting or AGM") convened through VC/OAVM in respect of the below mentioned resolutions considered at the Meeting of the equity shareholders of the Company as per notice dated June 29, 2020.

Pursuant to Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI circular no. SEBI/HQ/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as "relevant circulars"), the Company has sent the Annual Report including Notice of the 26<sup>th</sup> AGM only through electronic mode to only those Members whose email IDs are registered with the Company/Depository Participants and Registrar of share transfer agent (RTA). The Company has also given an additional option to members to register their e-mail ids with the Company's RTA i.e. Kfin Technologies Private Limited (Formerly Karvy Fintech Private Limited), or their Depository Participants by giving advertisement in newspaper dated September 2<sup>nd</sup>, 2020 and September 8<sup>th</sup>, 2020 in the Financial Express (English) and Financial express (Hindi). The Notice dated June 29, 2020 convening the Meeting was sent to the shareholders in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on September 28, 2020.

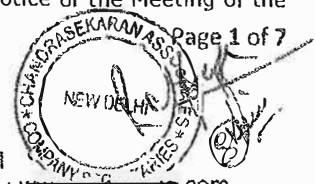
The Company has availed the electronic voting facility from National Securities Depository Limited ("NSDL") for conducting electronic voting by the shareholders of the Company.

The remote e-voting period commenced on Friday, 25<sup>th</sup> September, 2020 at 09.00 a.m. (IST) and concluded on Sunday, September 27<sup>th</sup>, 2020 at 05.00 p.m. (IST) and the remote e-voting platform was blocked thereafter. Further, the e-voting was opened during the AGM for the Shareholders who attended the meeting but have not cast their vote through remote e-voting and remained open till the conclusion of the AGM for voting purpose.

The shareholders holding shares as at the close of business hours on September 21<sup>st</sup> 2020 ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the



11-F, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091  
Phone: 2271 0514, 2271 3708, E-mail : info@cacsindia.com, visit us at : www.cacsindia.com



Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the remote e-voting was unblocked on September 28, 2020 around 11:40 A.M in the presence of two witnesses, Mr. Karan Kanojia R/o, 48-A, Anand Vihar, Delhi - 110092 and Mr. Shashikant Tiwari R/o, C-242, Pandav Nagar Delhi -110092, who are not in the employment of the Company.

The votes cast through e-voting, which were incomplete and/ or otherwise found defective, have been treated as invalid, if any.

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

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

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

1. The result of the voting is as under:

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2020, and the reports of the Board of Directors and Auditors' thereon.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
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Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
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Against	4	6	0	0	4	6	0.00
Total	84	1,77,13,876	3	67,325	87	1,77,81,201	100.00

**Resolution No. 2: To approve and declare a dividend of Re. 0.50 per Equity Share (i.e. @ 5%) having face value of Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2020.**

Particulars	REMOTE E-VOTING		E-VOTING		Total	
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Against	4	6	0	0	4	6	0.00
Total	84	1,77,13,876	3	67,325	87	1,77,81,201	100.00

**Resolution No. 3: To re-appoint Mr. Satish Kumar Agarwal (DIN: 00005981), who retires by rotation at the 26th Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
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Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	84	1,77,13,876	3	67,325	87	1,77,81,201	100.00

**Resolution No. 4 To re-appoint Mr. Sunil Kumar Agarwal (DIN:00005973) as Director, who retires by rotation at the 26th Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	84	1,77,13,876	3	67,325	87	1,77,81,201
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	84	1,77,13,876	3	67,325	87	1,77,81,201	100.00

**Resolution No. 5: To ratify and approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 and in this regard to consider:**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	84	1,77,13,876	3	67,325	87	1,77,81,201
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>84</b>	<b>1,77,13,876</b>	<b>3</b>	<b>67,325</b>	<b>87</b>	<b>1,77,81,201</b>

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	80	1,77,13,870	3	67,325	83	1,77,81,195	100.00
Against	4	6	0	0	4	6	0.00
Total	84	1,77,13,876	3	67,325	87	1,77,81,201	100.00

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2. The Chairman or any other person authorised by him may accordingly declare the result thereof.

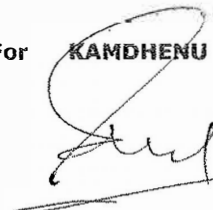
3. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,  
Yours faithfully

  
**Rupesh Agarwal**  
Managing Partner  
Membership No.: ACS 16302  
CP No. 5673  
UDIN: A016302B000797049

Place: Delhi  
Date: 28.09.2020

For **KAMDHENU LIMITED**


Counter-signed by Chairman of the meeting  
or any person authorised by him.