



KL/SEC/2023-24/51

Date: 24th August, 2023

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

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

NSE Symbol: KAMDHENU

BSE Scrip Code: 532741

Sub: E-voting Results and Scrutinizer Report for the 29th Annual General Meeting ('AGM') of Kamdhenu Limited ('the Company') held on Wednesday, 23rd August, 2023.

Dear Sir/Ma'am,

This has reference to our earlier letter No. KL/SEC/2023-24/50 dated 23rd August, 2023, regarding submission of proceedings of the 29th Annual General Meeting of the company held on 23rd August, 2023 through Video Conferencing /Other Audio Visual Means.

With reference to the captioned matter, we are enclosing herewith the following:

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

The enclosed Scrutinizers Report and Voting results are also made available on website of the company www.kamdhenulimited.com and NSDL at www.evoting.nsdl.com.

This is for your information and record please.

Thanking you,

Yours faithfully.

For Kamdhenu Limited

Khem Chand
Company Secretary & Compliance Officer

Encl.: As above.

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE
29TH ANNUAL GENERAL MEETING OF KAMDHENU LIMITED**

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

Date of Meeting: August 23, 2023
Day of Meeting: Wednesday
Time of Meeting: 11:30 A.M. (IST)
Mode of Meeting: Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

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 scrutinizing the remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 29th Annual General Meeting ("the Meeting or AGM") convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of the resolutions set out in the notice of the Meeting dated May 18, 2023.

Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 respectively, issued by Ministry of Corporate Affairs ("**MCA Circular**") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/VCIR/2023/4 dated January 5, 2023 ("**SEBI Circular**") (collectively referred to as the "**Relevant Circulars**"), the Company has dispatched the Annual Report including Notice of the 29th AGM for the Financial Year 2022-23 on Monday, July 31, 2023 by e-mail (electronically) to all those members whose email addresses were registered with the Company or with the Depository Participants or with Registrar and Share Transfer Agent ("RTA") i.e. KFin Technologies Limited. The Company gave an option to the members to register their e-mail ID's with the RTA, Company or their depository participants through pre-dispatch newspaper advertisement published on July 26, 2023 in all editions of Financial Express (English Edition) and Jansatta- Delhi & NCR (Hindi Edition) in terms of Relevant Circulars.

Post-dispatch of the Notice and the Annual Report, the Company published newspaper advertisements on August 01, 2023 in all editions of Financial Express (English Edition) and Jansatta- Delhi - NCR edition (Hindi Edition) as per rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had appointed National Securities Depository Ltd ("NSDL") for providing the facility for the electronic voting. Whereas M/s Mas Services Limited, a SEBI registered intermediary is appointed to provide a platform for convening the meeting through Video Conferencing.



The remote e-voting period commenced on Sunday, August 20, 2023 at 09:00 A.M. (IST) and ended on Tuesday, August 22, 2023 at 05:00 P.M. (IST) and the NSDL Remote e-voting platform was blocked thereafter and then reopened and kept open during the AGM till 12:25 p.m.

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

The members holding shares as on the closure of business hours on Wednesday, August 16, 2023, ("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 for the purpose of arriving at the result of the electronic voting for the Meeting.

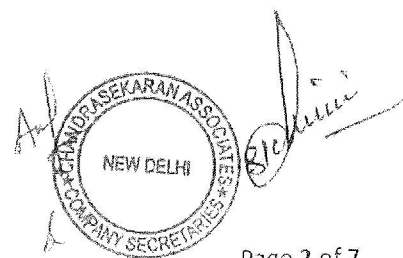
Subsequently, the electronic voting was unblocked on August 23, 2023 around 12:50 PM in the presence of two witnesses i.e. Anchal Bansal R/o. A 37, Block-A, Sector-15, Noida, Uttar Pradesh- 201301 and Ms. Shweta Aneja R/o. H-44 Laxmi Nagar, Vijay Chowk Gali No. 3, Delhi 110092, who are not in the employment of the Company.

The votes cast through electronic 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.




A handwritten signature is written over a circular stamp. The stamp contains the text "CHANDRASEKARAN ASSOCIATES", "NEW DELHI", and "COMPANY SECRETARIES".

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, 2023, TOGETHER WITH REPORTS OF THE AUDITORS' AND THE BOARD OF DIRECTORS THEREON. (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	128	18260077	6	30701	134	18290778
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	128	18260077	6	30701	134	18290778

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	125	18260074	6	30701	131	18290775	100
Against	3	3	0	0	3	3	0
Total	128	18260077	6	30701	134	18290778	100.00




Resolution No. 2: TO APPROVE AND DECLARE THE FINAL DIVIDEND OF RS. 1.50/- (RUPEE ONE AND PAISA FIFTY ONLY) PER EQUITY SHARE (I.E. @ 15%) HAVING FACE VALUE OF RS. 10/- EACH FULLY PAID UP FOR THE FINANCIAL YEAR 2022-23. (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	128	18260077	6	30701	134	18290778
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	128	18260077	6	30701	134	18290778

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	125	18260074	6	30701	131	18290775	100
Against	3	3	0	0	3	3	0
Total	128	18260077	6	30701	134	18290778	100.00



Resolution No. 3: TO APPOINT SHRI SUNIL KUMAR AGARWAL (DIN: 00005973), WHOLE-TIME DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT. (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	128	18260077	6	30701	134	18290778
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	128	18260077	6	30701	134	18290778

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	125	18260074	6	30701	131	18290775	100
Against	3	3	0	0	3	3	0
Total	128	18260077	6	30701	134	18290778	100.00




Resolution No. 4: RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2023-24. (Ordinary Resolution):



	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	128	18260077	6	30701	134	18290778
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	128	18260077	6	30701	134	18290778

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	125	18260074	6	30701	131	18290775	100
Against	3	3	0	0	3	3	0
Total	128	18260077	6	30701	134	18290778	100.00


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.
4. Based on the aforesaid results, the resolutions as mentioned above and in the Notice of AGM have been passed with requisite majority on Wednesday, August 23, 2023 i.e. the Date of 29th Annual General Meeting.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries
Firm Registration No: P1988DE002500
Peer Review Certificate No: 1428/2021




Shashikant Tiwari
Partner
Membership No: F11919
CP No. 13050
UDIN: F011919E000851318

Date: 23.08.2023
Place: Delhi

For Kamdhenu Limited

Khem Chand
Company Secretary & Compliance Officer

Counter-signed by _____
(Chairman or any other person Authorised
by the Chairman of the Company)

General information about company	
Scrip code	532741
NSE Symbol	KAMDHENU
MSEI Symbol	NOTLISTED
ISIN	INE390H01012
Name of the company	KAMDHENU LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-08-2023
Start time of the meeting	11:30 AM
End time of the meeting	12:25 PM

For Kamdhenu Limited

 Khem Chand
 Company Secretary & Compliance Officer

Scrutinizer Details	
Name of the Scrutinizer	Shashikant Tiwari
Firms Name	Chandrsekaran Associates, Company Secretaries
Qualification	CS
Membership Number	11919
Date of Board Meeting in which appointed	18-05-2023
Date of Issuance of Report to the company	23-08-2023

For Kamdhenu Limited

Khem Chand
Company Secretary & Compliance Officer

Voting results	
Record date	16-08-2023
Total number of shareholders on record date	16886
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	65
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023, TOGETHER WITH REPORTS OF THE AUDITORS' AND THE BOARD OF DIRECTORS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	15820980	100	15820980	0	100
Public-Institutions	E-Voting	231937	59000	25.4379	59000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		231937	59000	25.4379	59000	0	100
Public- Non Institutions	E-Voting	10882583	2380097	21.8707	2380094	3	99.9999	0.0001
	Poll		30701	0.2821	30701	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10882583	2410798	22.1528	2410795	3	99.9999
Total		26935500	18290778	67.9058	18290775	3	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For Kamdhenu Limited

 Khem Chand
 Company Secretary & Compliance Officer

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

Nil


For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPROVE AND DECLARE THE FINAL DIVIDEND OF ` RS. 1.50/- (RUPEE ONE AND PAISA FIFTY ONLY) PER EQUITY SHARE (I.E. @ 15%) HAVING FACE VALUE OF ` RS. 10/- EACH FULLY PAID UP FOR THE FINANCIAL YEAR 2022-23					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	15820980	100	15820980	0	100
Public-Institutions	E-Voting	231937	59000	25.4379	59000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		231937	59000	25.4379	59000	0	100
Public- Non Institutions	E-Voting	10882583	2380097	21.8707	2380094	3	99.9999	0.0001
	Poll		30701	0.2821	30701	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10882583	2410798	22.1528	2410795	3	99.9999
Total		26935500	18290778	67.9058	18290775	3	100	0
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

For Kamdhenu Limited

 Khem Chand
 Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	<i>Nil</i>
Public Insitutions	
Public - Non Insitutions	

For Kamdhenu Limited


 Khem Chand
 Company Secretary & Compliance Officer

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPOINT SHRI SUNIL KUMAR AGARWAL (DIN: 00005973), WHOLE-TIME DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	15820980	100	15820980	0	100
Public-Institutions	E-Voting	231937	59000	25.4379	59000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		231937	59000	25.4379	59000	0	100
Public- Non Institutions	E-Voting	10882583	2380097	21.8707	2380094	3	99.9999	0.0001
	Poll		30701	0.2821	30701	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10882583	2410798	22.1528	2410795	3	99.9999
Total		26935500	18290778	67.9058	18290775	3	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For Kamdhenu Limited


Khem Chand
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	<i>Nil</i>
Public Insitutions	
Public - Non Insitutions	

For Kamdhenu Limited

Khem Chand
Company Secretary & Compliance Officer

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2023-24.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	15820980	100	15820980	0	100
Public-Institutions	E-Voting	231937	59000	25.4379	59000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		231937	59000	25.4379	59000	0	100
Public- Non Institutions	E-Voting	10882583	2380097	21.8707	2380094	3	99.9999	0.0001
	Poll		30701	0.2821	30701	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10882583	2410798	22.1528	2410795	3	99.9999
Total		26935500	18290778	67.9058	18290775	3	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For Kamdhenu Limited


Khem Chand
Company Secretary & Compliance Officer

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

For Kamdhenu Limited



Khem Chard
Company Secretary & Compliance Officer