



**Ref: KL/SEC/2022-23/98**

**Date: 10<sup>th</sup> December, 2022**

National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051.

BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

NSE Symbol: KAMDHENU

BSE Scrip Code: 532741

**Sub: E-voting Results and Scrutinizer Report for the Extra - Ordinary General Meeting ("EGM") held on Friday, 9<sup>th</sup> December, 2022.**

Dear Sir/Ma'am,

This has reference to our earlier letter No. KL/SEC/2022-23/97 dated 9<sup>th</sup> December, 2022, regarding submission of proceedings of the 01-2022/23 Extra - Ordinary General Meeting of the company held on 9<sup>th</sup> December, 2022 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 EGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014.
2. Voting Results of the EGM, pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The enclosed Scrutinizers Report and Voting results are also made available on website of the company [www.kamdhenulimited.com](http://www.kamdhenulimited.com) and NSDL at [www.evoting.nsdl.com](http://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.



Corporate Actions; Concrete Solutions ©

**CHANDRASEKARAN ASSOCIATES®**

**COMPANY SECRETARIES**

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE  
01/2022-23 EXTRA-ORDINARY GENERAL MEETING OF KAMDHENU LIMITED**

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

Date of Meeting: December 09, 2022  
Day of Meeting: Friday  
Time of Meeting: 11:00 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 01/2022-23 Extra-Ordinary General Meeting ("the Meeting or EGM") convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of the resolutions set out in the notice of the Meeting dated November 11, 2022.

Pursuant to the General Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 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 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("**SEBI Circular**") (collectively referred to as the "**Relevant Circulars**"), the Company has dispatched the Notice of the 1/2022-23 EGM on November 16, 2022 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 as on cut-off date i.e 11<sup>th</sup> November, 2022.

Post-dispatch of the Notice, the Company published newspaper advertisements on November 17, 2022 in all editions of "The Financial Express" (English Newspaper) and in Delhi NCR edition of "Jansatta" (Hindi Newspaper) 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 was commenced on Tuesday, December 06, 2022 (9:00 A.M. IST) and ended on Thursday, December 08, 2022 (5:00 P.M. IST) and the NSDL Remote e-voting platform was blocked thereafter. Further, the e-voting was reopened for 15 minutes during the EGM for the Shareholders who attended the meeting but have not cast their vote through remote e-voting.

The members holding shares as on the closure of business hours on Friday, December 02, 2022, ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice of EGM 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 9<sup>th</sup> December, 2022 around 12:15 P.M. in the presence of two witnesses Mr. Aakarshit Jai, R/o D-372, Gali No 14, Laxmi Nagar- Delhi-110092 and Ms. Anchal Kumari, R/o. A-37, Block-A, Sector 15, Noida-201201, 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.



# CHANDRASEKARAN ASSOCIATES

Continuation.....

1. The result of the voting is as under:

## Resolution No. 1: APPROVAL FOR LOANS AND INVESTMENTS UNDER SECTION 185 AND 186 OF THE COMPANIES ACT, 2013 (Special Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT EGM		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	115	18582222	11	16149	126	18598371
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
	<b>No. of Valid Votes Cast</b>	<b>115</b>	<b>18582222</b>	<b>11</b>	<b>16149</b>	<b>126</b>	<b>18598371</b>

Particulars	REMOTE E-VOTING		E-VOTING AT EGM		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	112	18462585	11	16149	123	18478734	99.3567
Against	3	119637	0	0	3	119637	0.64327
<b>Total</b>	<b>115</b>	<b>18582222</b>	<b>11</b>	<b>16149</b>	<b>126</b>	<b>18598371</b>	<b>100</b>



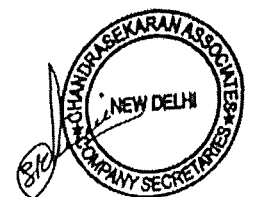
# CHANDRASEKARAN ASSOCIATES

Continuation.....

**Resolution No. 2: APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) WITH KAMDHENU COLOUR AND COATINGS LIMITED, A RELATED PARTY OF THE COMPANY (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT EGM		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	95	2760230	11	16149	106	2776379
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
	<b>No. of Valid Votes Cast</b>	<b>95</b>	<b>2760230</b>	<b>11</b>	<b>16149</b>	<b>106</b>	<b>2776379</b>

Particulars	REMOTE E-VOTING		E-VOTING AT EGM		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	92	2640593	11	16149	103	2656742	95.6909
Against	3	119637	0	0	3	119637	4.3091
<b>Total</b>	<b>95</b>	<b>2760230</b>	<b>11</b>	<b>16149</b>	<b>106</b>	<b>2776379</b>	<b>100</b>



# CHANDRASEKARAN ASSOCIATES

Continuation.....

**Resolution No. 3: ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY AND TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS (Special Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT EGM		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	113	18581210	11	16149	124	18597359
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
	<b>No. of Valid Votes Cast</b>	<b>113</b>	<b>18581210</b>	<b>11</b>	<b>16149</b>	<b>124</b>	<b>18597359</b>

Particulars	REMOTE E-VOTING		E-VOTING AT EGM		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	109	18461073	11	16149	120	18477222	99.354
Against	4	120137	0	0	4	120137	0.64599
<b>Total</b>	<b>113</b>	<b>18581210</b>	<b>11</b>	<b>16149</b>	<b>124</b>	<b>18597359</b>	<b>100</b>



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 sign the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,  
Yours faithfully,

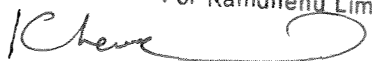
**Chandrasekaran Associates**  
Company Secretaries  
Firm Registration No: P1988DE002500  
Peer Review Certificate No: 1428/2021



Shashikant Tiwari  
Partner  
Membership No: F11919  
CP No. 13050  
UDIN: F011919D002674854




**Place:** Delhi  
**Date:** 10.12.2022

For Kamdhenu Limited  
  
Khem Chand  
Company Secretary & Compliance Officer

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

<b>General information about company</b>	
Scrip code	532741
NSE Symbol	KAMDHENU
MSEI Symbol	NOTLISTED
ISIN	INE390H01012
Name of the company	KAMDHENU LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-12-2022
Start time of the meeting	11:00 AM
End time of the meeting	12:02 PM

  
 For Kamdhenu Limited  
 Khem Chand  
 Company Secretary & Compliance Officer



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Shashikant Tiwari
Firms Name	Chandrasekaran & Associates, Company Secretaries
Qualification	CS
Membership Number	11919
Date of Board Meeting in which appointed	11-11-2022
Date of Issuance of Report to the company	10-12-2022

For Kamdhenu Limited



Khem Chand  
Company Secretary & Compliance Officer

<b>Voting results</b>	
Record date	02-12-2022
Total number of shareholders on record date	16459
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	14
b) Public	69
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	


For Kamdhenu Limited



Khem Chand  
Company Secretary & Compliance Officer

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR LOANS AND INVESTMENTS UNDER SECTION 185 AND 186 OF THE COMPANIES ACT, 2013.				
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	187215	119612	63.8902	0	119612	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		187215	119612	63.8902	0	119612	0
Public- Non Institutions	E-Voting	10927305	2641630	24.1746	2641605	25	99.9991	0.0009
	Poll		16149	0.1478	16149	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10927305	2657779	24.3224	2657754	25	99.9991
Total		26935500	18598371	69.0478	18478734	119637	99.3567	0.6433
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	Nil
Public Insitutions	Nil
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?			Yes					
Description of resolution considered			APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) WITH KAMDHENU COLOUR AND COATINGS LIMITED, A RELATED PARTY OF THE COMPANY.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15820980	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15820980	0	0	0	0	0
Public- Institutions	E-Voting	187215	119612	63.8902	0	119612	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		187215	119612	63.8902	0	119612	0
Public- Non Institutions	E-Voting	10927305	2640618	24.1653	2640593	25	99.9991	0.0009
	Poll		16149	0.1478	16149	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10927305	2656767	24.3131	2656742	25	99.9991
Total		26935500	2776379	10.3075	2656742	119637	95.6909	4.3091
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For Kamdhenu Limited



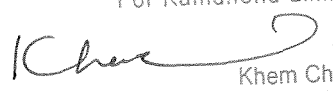
Khem Chand  
Company Secretary & Compliance Officer

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

For Kamdhenu Limited

  
Khem Chand  
Company Secretary & Compliance Officer

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY AND TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15820980	15820980	100	15820980	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15820980	15820980	100	15820980	0	100	0
Public-Institutions	E-Voting	187215	119612	63.8902	0	119612	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	187215	119612	63.8902	0	119612	0	100
Public- Non Institutions	E-Voting	10927305	2640618	24.1653	2640093	525	99.9801	0.0199
	Poll		16149	0.1478	16149	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10927305	2656767	24.3131	2656242	525	99.9802	0.0198
Total		26935500	18597359	69.044	18477222	120137	99.354	0.646
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	Nil
Public Insitutions	Nil
Public - Non Insitutions	Nil

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer