



KAMDHENU ISPAT LIMITED

Corporate Office : 2nd Floor, Tower A, Building No. 9, DLF Cyber City, Phase III
Gurgaon - 122002 (Haryana) Phone : 0124 - 4604500 (30 Lines) Fax : 0124 - 4218524
E-mail : kamdhenu@kamdhenuispat.com, Website : www.kamdhenuispat.com
CIN: L27101DL1994PLC134282

PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF KAMDHENU ISPAT LIMITED HELD ON MONDAY, 29TH SEPTEMBER, 2014 AT 10.00 AM AT KHASRA NO. 841/1 (2-8) 847 (2-16), BEHIND RAJASTHAN PETROL PUMP, VILLAGE RAJOKARI, VASANT VIHAR, NEW DELHI-110038

Sitting on the dais :

- | | | |
|------------------------------|---|--|
| 1. Mr. Satish Kumar Agarwal | - | Chairman |
| 2. Mr. Sunil Kumar Agarwal | - | Whole Time Director |
| 3. Mr. Saurabh Agarwal | - | Whole Time Director |
| 4. Mr. Sachin Agarwal | - | Whole Time Director |
| 5. Mr. Mahendra Kumar Doogar | - | Independent Director |
| 6. Mr. Ramesh Chand Surana | - | Independent Director |
| 7. Mrs. Nishal Jain | - | Independent Director |
| 8. Mr. Rakesh Kumar Gupta | - | Representing S. Singhal & Company,
Statutory Auditors |
| 9. Mr. Harish Kumar Agarwal | - | Chief Financial Officer |
| 10. Mr. Jogeswar Mohanty | - | Assistant Company Secretary |

In Attendance:

Mr. Sanjeev Kumar Bajaj, Practicing Company Secretary, Scrutinizer for the voting process.

Mr. Rakesh Jamwal representative from Karvy Computershare Pvt. Ltd., RTA.

Members Attendance:

Total seventy nine (79) Members were personally present in the meeting and there was no proxy.

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 20th Annual General Meeting of the Company.

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

Chairman acknowledged the presence of Mr. Rakesh Kumar Gupta representing S. Singhal & Company, Statutory Auditors, Mr. Sanjeev Kumar Bajaj, Scrutinizer to the polling and Mr. Rakesh Jamwal, representative from RTA.

The Chairman declared the meeting as validly convened on the basis of advice from the Assistant Company Secretary, Scrutinizer and RTA that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

Thereafter, the Chairman delivered his speech, the highlights of which are recorded hereafter.

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.

Chairman stated that the new reality has gradually shaped socially, politically and economically the future of the country. 2014 is a year with a new Government elected at the Centre, marking the beginning of an era of confidence, change and hope. This is more than reflected in the General Budget presented by the Government with announcement of initiatives such as opening up of more sectors for Foreign Direct Investment (FDI), plans to accelerate growth in manufacturing & facilitating investments, focus on infrastructure etc. These initiatives augur very well for the Indian steel industry, and it is expected that impressive growth would be witnessed in domestic steel consumption soon, bringing an end to the stagnant demand scenario off-late. This shows growth opportunities for your Company.

Chairman stated that despite adverse economic conditions in economy and infrastructure sector the Company has performed impressively making growth in almost all verticals. The performance of the Company is expected to be better in the coming years. Today the Kamdhenu not only enjoys an unbeatable position in the steel TMT bars in the country but also successfully established itself in the paint industry. It's a well known fact that Steel will remain the undisputed major component in the world and its essence in the construction and infrastructure has remained unchallenged. In future also the trend shall continue. The demand for steel in India is expected to rise in the next financial year. The overall outlook for steel sector is positive and the demand was



likely to pickup on the revival in economic growth and the government's measures. Also the steel consumption is closely linked to the economic growth and prosperity of a nation or a particular region.

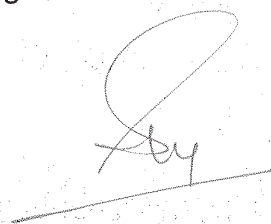
Further, the Chairman stated that the Company's work and emphasis on honesty, integrity and transparency insured that all its relationships have a strong foundation of trust. This was achieved through the Company's fundamental commitment to creating shared value for shareholders and society. The Company conducted its business in the way that it created value for the society. The Chairman also stated that Company continued to operate efficiently because of the culture and professionalism, integrity and continuous improvement in all functions for sustainable and profitable long term growth.

The Chairman stated that Company has provided the facility of Electronic Voting to the members to participate in the Annual General Meeting which is a welcome step and clearly directed towards greater inclusiveness and encouraging more members to vote. As Company has provided the facility of Electronic Voting, it is obligatory to provide similar voting rights to members present personally or through proxy. The poll will be ordered for voting on all resolutions as set out in the Item No 1 to 10 of the Notice of 20th 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 20th Annual General Meeting together with financial statements, Directors Report and Auditors Report were taken as read.

Chairman stated that it was obligatory to provide voting rights to the members present personally or through proxies at the Annual General Meeting to vote in proportion to the shares held by them. He further stated that poll will be ordered for the voting on all the resolutions of ordinary and special business as set out in Item No. 1 to 10 of the Notice of 20th Annual General Meeting.

A handwritten signature in black ink, appearing to be 'S. S. S.', is written above a horizontal line that serves as a signature bar.

Before formally ordering poll, the Chairman invited members to ask questions to the Board of Directors or to make their comments, give suggestions and seek clarifications, if any, on the agenda items as set out in Item No. 1 to 10 set out in the Notice of the Annual General Meeting. Many questions were put by members which was duly addressed by the Chairman, Chairman of Audit Committee, Statutory Auditors and Chief Financial Officer.

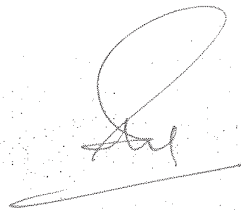
The members congratulated the Chairman and Board of Directors for good performance of the Company. They expressed happiness over the working of the Company, quality of products offered and there acceptance all over the country and appreciated the efficient shareholders services. Responding to the queries and comments from the members, Chairman thanked them for the appreciation and answered the queries.

Thereafter, Chairman declared that scrutinizer for polling Mr. Sanjeev Kumar Bajaj, for independently carrying out the electronic voting in a fair and transparent manner has submitted the report on the electronic voting to the Chairman before the Annual General Meeting. The Chairman then ordered the poll on all resolutions set out in Item No. 1 to 10 of the Notice of Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the poll to be taken immediately after closure of the meeting at the same venue.

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 the on receipt of the srutinizer report on the poll to be conducted, the results of the voting shall be declared latest by around 6.00 P.M. on 30th September,2014. The results shall be intimated to the Stock Exchanges and shall also be uploaded on Company's website "www.kamdhenuispat.com" and shall be available at the registered office of the Company.

Then he invited Mr. Sanjeev Kumar Bajaj, scrutinizer appointed for poll, to takeover the poll proceedings and submit his report latest by 6.00 P.M. on 30th September , 2014.

Thanking all the members for their participation, suggestions and comments, Chairman announced the formal closure of the 20th Annual General Meeting of Company.



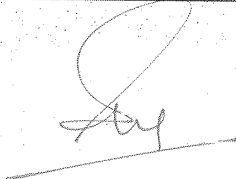
Conduct of Poll

Mr. Sanjeev Kumar Bajaj, 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 3.30 P.M. The scrutinizer then took the custody of the polling box.

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

On the basis of scrutinizers report for electronic voting dated 27th September, 2014 and the scrutinizers report dated 30th September, 2014 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, 2014 that all the resolutions as set out in Item NO. 1 to 10 in the Notice of 20th Annual General Meeting of the Company, have been duly passed by requisite majority.

Resolution No. as given in the Notice of the 20 th Annual General Meeting	Particulars of votes cast								Result declared
		Electronic voting		Poll		Voting results			
		Nos.(A)	%	Nos. (B)	%	Nos. (A+B)	%		
ORDINARY BUSINESS									
1. Ordinary Resolution for Adoption of Annual Account	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority	
2. Ordinary Resolution for Re-appointment of Mr. Saurabh Agarwal (DIN-00005970) as Director retiring by rotation.	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	3178189 NIL 3	100 NIL	11911842 NIL	100 NIL	Approved by requisite majority	
3. Ordinary Resolution for Appointment of Auditors and fixing their remuneration	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority	
SPECIAL BUSINESS									
4. Ordinary Resolution for Appointment of Mr. Mahendra Kumar Doogar (DIN-00319034) as independent director	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority	
5. Ordinary Resolution for Appointment of Mr. Radha Krishna Pandey (DIN-00190017) as independent director .	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority	



6.	Ordinary Resolution for Appointment of Mr. Ramesh Chand Surana (DIN-00089854) as independent director	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority
7.	Ordinary Resolution for Appointment of Mrs. Nishal Jain(DIN-06934656) as independent woman director	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority
8.	Ordinary Resolution for Ratification of the remuneration of Cost Auditor for the financial year ending 31.03.2015.	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority
9.	Special Resolution for Borrowing of the company under Section 180(1)(c)	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority
10.	Special Resolution for Creation of Mortgage/ Charge on the property of the company under Section 180(1)(a).	Votes cast in favour: Votes cast against : Invalid votes :	8733653 NIL NIL	100 NIL	7765109 NIL 3	100 NIL	16498762 NIL	100 NIL	Approved by requisite majority

The resolutions for Ordinary and Special Businesses as set out in Item No. 1 to 10 in the Notice of the 20th Annual General Meeting duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 20th Annual General Meeting of the members held on Monday, 29th September, 2014.

Ordinary Business

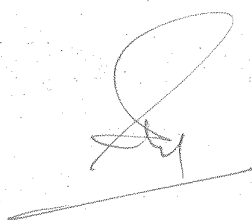
ITEM NO. 1

Ordinary Resolution for Adoption of Annual Account

"RESOLVED THAT the Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss Account for the year ended on that date together with the report of the Board of Directors and the Auditors' Report thereon including the Annexures thereto, be and are hereby considered and adopted."

ITEM NO. 2

Ordinary Resolution for Re-appointment of Mr. Saurabh Agarwal (DIN-00005970) as Director retiring by rotation.



“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, Mr. Saurabh Agarwal, who retires by rotation at the this Annual General Meeting of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

ITEM NO. 3

Ordinary Resolution for Appointment of Auditors and fixing their remuneration

“RESOLVED THAT M/s S.Singhal & Co., Chartered Accountants, the retiring Statutory Auditors of the Company, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration, terms and conditions, as may be fixed by the Board of Directors of the Company in consultation with them.”

Special Business

ITEM NO. 4

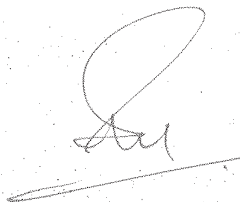
Ordinary Resolution for Appointment of Mr. Mahendra Kumar Doogar (DIN-00319034) as independent director

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mahendra Kumar Doogar (holding DIN 00319034), be and is hereby appointed as an Independent Director of the Company w.e.f. 01st April, 2014 to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation.”

ITEM NO. 5

Ordinary Resolution for Appointment of Mr. Radha Krishna Pandey (DIN-00190017) as independent director

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Radha Krishna Pandey (holding DIN 00190017), be and is hereby appointed as an Independent Director of the



Company w.e.f. 01st April, 2014 to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation.”

ITEM NO. 6

Ordinary Resolution for Appointment of Mr. Ramesh Chand Surana (DIN-00089854) as independent director

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ramesh Chand Surana (holding DIN 00089854), be and is hereby appointed as an Independent Director of the Company w.e.f. 01st April, 2014 to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation.”

ITEM NO. 7

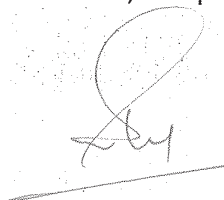
Ordinary Resolution for Appointment of Mrs. Nishal Jain(DIN-06934656) as independent woman director

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Nishal Jain (holding DIN 06934656.), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 31st July, 2014 to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation.”

ITEM NO. 8

Ordinary Resolution for Ratification of the remuneration of Cost Auditor for the financial year ending 31.03.2015.

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, the remuneration of Rs.50,000 plus service tax, out pocket expenses



on the recommendation of the board as set out in the Statement annexed to the Notice convening this Meeting be and is hereby ratified and confirmed;

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

ITEM NO. 9

Special Resolution for Borrowing of the company under Section 180(1)(c)

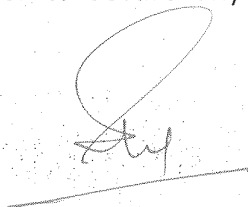
“RESOLVED that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs.300 Crores (Rupees Three Hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

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

ITEM NO. 10

Special Resolution for Creation of Mortgage/Charge on the property of the company under Section 180(1)(a).


“RESOLVED that pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any loans, advances and all other

A handwritten signature in black ink, consisting of a large, stylized loop at the top and a horizontal line at the bottom, positioned at the end of the document.

moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs.300 Crores (Rupees Three Hundred Crores only) of loans or advances already obtained or to be obtained from, in any form, any financial institution, bank, body corporate, company.”

Date: 30.09.2014

Place: New Delhi



(Satish Kumar Agarwal)

Chairman & Managing Director

DIN: 00005981



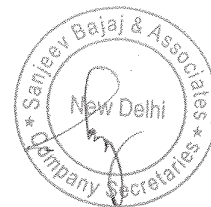
**COMBINED SCRUTINIZER REPORT
(E- VOTING AND PHYSICAL BALLOT PROCESS)**

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 (3) (xi) and 21(1) (k) of the Companies (Management and Administration) Rules, 2014]

**The Chairman,
Kamdhenu Ispat Limited
L-311, Khasra No. 724, Street No. 7,
Mahipalpur Extention, New Delhi-110037**

1. I, Sanjeev Kumar Bajaj, Proprietor, Sanjeev Bajaj & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the **20th Annual General Meeting (AGM)** of the shareholders of the **Kamdhenu Ispat Limited (Company)** held on Monday, the 29th day of September, 2014, at 10.00 a.m. at Khasra No. -841/1(2-8) 847 (2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038, for the purpose of scrutinizing the E-voting and Polling done voting through ballot papers at the AGM (Physical voting) at the AGM and ascertaining the majority of the votes, casted **in favour or against**, with respect to the resolutions mentioned in the Notice of the 20th AGM of the Company.
2. As the scrutinizer for the E-voting and Physical voting, our role and responsibility are limited to make a Scrutinizer's Report of the votes casted in **favour or against** with respect to the resolutions mentioned in the Notice of the 20th AGM of the Company, based on reports generated from the e-voting system provided by the **Karvy Computershare Private Limited (Karvy)**, the authorized agency to provide e-voting facilities, engaged by the Company and scrutinizing of the ballot papers for votes casted on Physical voting at the AGM.
3. The report of the scrutinizer on E-voting conducted from Wednesday, the 24th September, 2014 (10.00 A.M.) and ends on Friday, 26th September, 2014 (05:00PM), has been submitted to the Company on 29th September, 2014 and report in form MGT 13, for Physical voting at the AGM, has been submitted on 30th September, 2014. For further details kindly refer to my Scrutinizer report on E-voting dated 27th September, 2014 and Scrutinizer report on Physical voting in MGT-14, dated 30th September, 2014 and attached herewith.

C-404, Plot No. 7, Palam Apartment, Sector – 5, Dwarka, New Delhi- 75,
(M) 9891087154, 011-42730439 e-mail:cssanjeevbajaj@gmail.com





The results of the E-voting and Physical voting is as under:

a. Resolution No. 1 (Ordinary Business and Ordinary Resolution)

Adoption of the audited Balance sheet as at 31st March, 2014 and the audited profit and loss account for the year ended on 31st March, 2014, along with schedules and notes appended thereto and report of the Auditors and Directors there on.

(i) Voted in Favour of the Resolution

	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





b. Resolution No. 2 (Ordinary Business and Ordinary Resolution)

Reappointment of Mr. Saurabh Agarwal (holding DIN 00005970), as Director of the Company, who retires by rotation.

(i) Voted in Favour of the Resolution

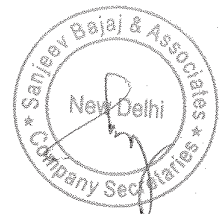
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	42	31,78,189	100%
Total	55	1,19,11,842	100%

(i) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(ii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





c. Resolution No. 3 (Ordinary Business and Ordinary Resolution)

Appointment of M/s S.Singhal & Co. Chartered Accountants, Bhiwadi, having registration number 001526C, with the Institute of Chartered Accounts of India, retiring auditors, as Statutory Auditors and to fix their remuneration.

(i) Voted in Favour of the Resolution

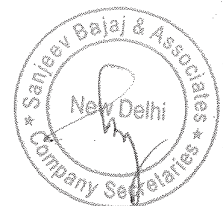
	Number of shareholders of voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





d. Resolution No. 4 (Special Business and Ordinary Resolution)

Appointment of Mr. Mahendra Kumar Doogar (holding DIN 00319034) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in Favour of the Resolution

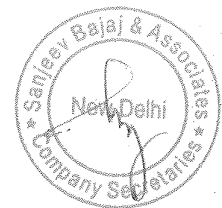
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





e. Resolution No. 5(Special Business and Ordinary Resolution)

Appointment of Mr. Radha Krishna Pandey (holding DIN 00190017) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation.”

(i) Voted in Favour of the Resolution

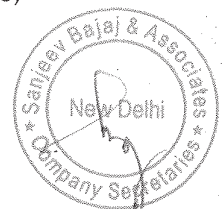
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





f. Resolution No. 6 (Special Business and Ordinary Resolution)

Appointment of Mr. Ramesh Chand Surana (holding DIN 00089854) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in Favour of the Resolution

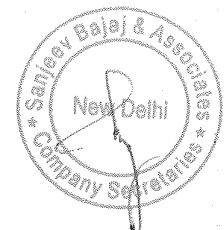
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





g. Resolution No. 7 (Special Business and Ordinary Resolution)

Appointment of Mrs. Nishal Jain (holding DIN 06934656), as an Independent Director of the Company w.e.f. 31st July, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation.

(i) Voted in Favour of the Resolution

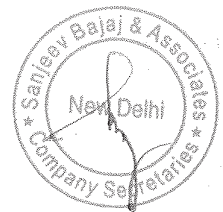
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





h. Resolution No. 8 (Special Business and Ordinary Resolution)

Ratification of remuneration of M/s K G Goyal & Associates, Cost Accountants, Jaipur, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March, 2015.

(i) Voted in Favour of the Resolution

	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





i. Resolution No. 9 (Special Business and Special Resolution)

Consent of the shareholders of the Company, to borrow money in excess of paid up share capital and free reserves of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013, not exceeding Rs. 300.00 Crores.

(i) Voted in Favour of the Resolution

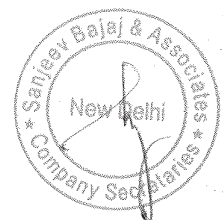
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52





j. Resolution No. 10 (Special Business and Special Resolution)

Consent of the shareholders of the Company, to create charge(s) / mortgage(s) on the assets of the Company to secure loans, advances obtained or to be obtained by the Company under section 180 (1) (a) of the Companies Act, 2013, not exceeding Rs. 300.000 Crores.

(i) Voted in Favour of the Resolution

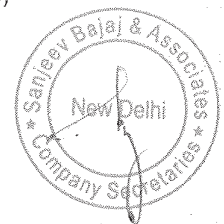
	Number of shareholders voted through E-voting system and physical mode	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
E-voting	13	87,33,653	100%
Physical	49	77,65,109	100%
Total	62	1,64,98,762	100%

(ii) Voted Against the Resolution

E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total			

(iii) Invalid Votes

	Number of shareholders whose votes declared invalid	Number of votes held / cast by them
E-voting	NIL	NIL
Physical	3	52
Total	3	52






Sanjeev Bajaj & Associates
COMPANY SECRETARIES

4. All the resolutions stands passed under E-voting and Physical voting with requisite majority.
5. Accordingly you may declare the result of E-voting and Physical voting. The register and all other papers relating to electronic voting

For SANJEEV BAJAJ & ASSOCIATES
Company Secretaries

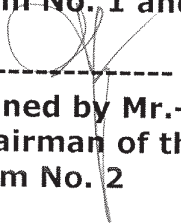

(SANJEEV KUMAR BAJAJ)
Proprietor
FCS: 5789
CP: 8492



Date: 30.09.2014
Place: New Delhi



Signed by Mr. SATISH KUMAR AGARWAL
Chairman of the meeting.
Item No. 1 and 3-10



Signed by Mr. SUNIL KUMAR AGARWAL
Chairman of the meeting.
Item No. 2

C-404, Plot No. 7, Palam Appartment, Sector – 5, Dwarka, New Delhi- 75,
(M) 9891087154, 011-42730439 e-mail:cssanjeevbajaj@gmail.com





**SCRUTINIZER REPORT
(E- VOTING PROCESS)**

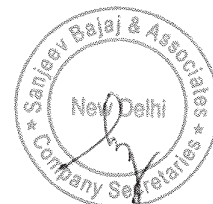
**[Pursuant to section 108 of the Companies Act, 2013 read with rule 20(3)
(xi) of the Companies (Management and Administration) Rules, 2014]**

**To,
The Chairman,
Kamdhenu Ispat Limited
L-311, Khasra No. 724, Street No. 7,
Mahipalpur Extention, New Delhi-110037**

1. I, Sanjeev Kumar Bajaj, Proprietor, Sanjeev Bajaj & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the **20th Annual General Meeting (AGM)** of the shareholders of the **Kamdhenu Ispat Limited (Company)** to be held on Monday, the 29th day of September, 2014, at 10.00 a.m. at Khasra No. -841/1(2-8) 847 (2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038, for the purpose of scrutinizing the E-voting process in a fair and transparent manner and ascertaining the requisite majority of E-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, with respect to the resolutions mentioned in the Notice of the 20th AGM of the Company.
2. As the scrutinizer for the e- voting process, our role and responsibility are limited to make a Scrutinizer's Report of the votes casted in '**favour**' or '**against**' in respect of the resolution contained in the Notice of the 20th AGM of the Company, based on reports generated from the e-voting system provided by the **Karvy Computershare Private Limited (Karvy)**, the authorized agency to provide e-voting facilities, engaged by the company.
3. Further to above, I submit my report as under:
 - a. The e-voting period remained open from Wednesday, the 24th September, 2014 (10.00 A.M.) and ends on Friday, 26th September, 2014 (05:00PM)
 - b. The shareholders of the Company as on the "cut-off" date i.e 22nd August, 2014, were entitled to vote on the 10 (Ten) resolutions as mentioned in the Notice of the 20th AGM of the Company. (Item No. 1 to 10 of the Notice of the 20th AGM of the Company.

C-404, Plot No. 7, Palam Apartment, Sector – 5, Dwarka, New Delhi- 75,
(M) 9891087154, 011-42730439 e-mail:cssanjeevbajaj@gmail.com

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- c. The votes cast were unblocked on Saturday, 27th September, 2014, in the presence of 2 witnesses, namely Mr. Neelesh Singh Gaharwar, having permanent residence at 1548/S-F-4, IInd Floor, Flat NO. 4, Matiyara Road, Allahur, Allahabad-211006 and Mr. Arun Kumar Gupta, having address at 1005, Roots Tower, Plot No. 7, District Centre, Laxmi Nagar, Delhi-110092 and they are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

Neelesh Singh Gaharwar

Arun Kumar Gupta

- d. Thereafter, the details containing, inter- alia, list of Equity Shareholders, who voted “for” and /or “against” for each of the resolution that were put to vote, were generated from the E-voting website of Karvy i.e. www.evoting.karvy.com.
- e. A register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining the list of the shareholders with differential voting rights.

4. The results of the E-voting is as under :

a. Resolution No. 1 (Ordinary Business and Ordinary Resolution)

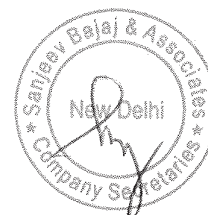
Adoption of the audited Balance sheet as at 31st March, 2014 and the audited profit and loss account for the year ended on 31st March, 2014, along with schedules and notes appended thereto and report of the Auditors and Directors there on.

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

C-404, Plot No. 7, Palam Apartment, Sector – 5, Dwarka, New Delhi- 75,
(M) 9891087154, 011-42730439 e-mail:cssanjeevbajaj@gmail.com

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(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

b. Resolution No. 2 (Ordinary Business and Ordinary Resolution)

Reappointment of Mr. Saurabh Agarwal (holding DIN 00005970), as Director of the Company, who retires by rotation.

(i) Voted in Favour of the Resolution

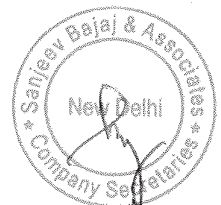
Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL





c. Resolution No. 3 (Ordinary Business and Ordinary Resolution)

Appointment of M/s S.Singhal & Co. Chartered Accountants, Bhiwadi, having registration number 001526C, with the Institute of Chartered Accounts of India, retiring auditors, as Statutory Auditors and to fix their remuneration.

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

d. Resolution No. 4 (Special Business and Ordinary Resolution)

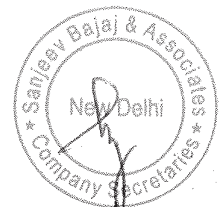
Appointment of Mr. Mahendra Kumar Doogar (holding DIN 00319034) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

C-404, Plot No. 7, Palam Apartment, Sector – 5, Dwarka, New Delhi- 75,
(M) 9891087154, 011-42730439 e-mail:cssanjeevbajaj@gmail.com

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(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

e. Resolution No. 5 (Special Business and Ordinary Resolution)

Appointment of Mr. Radha Krishna Pandey (holding DIN 00190017) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL





f. Resolution No. 6 (Special Business and Ordinary Resolution)

Appointment of Mr. Ramesh Chand Surana (holding DIN 00089854) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

g. Resolution No. 7 (Special Business and Ordinary Resolution)

Appointment of Mrs. Nishal Jain (holding DIN 06934656), as an Independent Director of the Company w.e.f. 31st July, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in Favour of the Resolution

Number of shareholders voted through E voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%





(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

h. Resolution No. 8 (Special Business and Ordinary Resolution)

Ratification of remuneration of M/s K G Goyal & Associates, Cost Accountants, Jaipur, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March, 2015.

(i) Voted in Favour of the Resolution

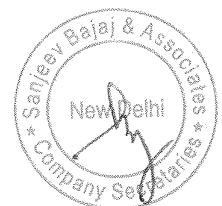
Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL





i. Resolution No. 9 (Special Business and Special Resolution)

Consent of the shareholders of the Company, to borrow money in excess of paid up share capital and free reserves of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013, not exceeding Rs. 300.00 Crores.

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%

(ii) Voted Against the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

j. Resolution No. 10 (Special Business and Special Resolution)

Consent of the shareholders of the Company, to create charge(s) / mortgage(s) on the assets of the Company to secure loans, advances obtained or to be obtained by the Company under section 180 (1) (a) of the Companies Act, 2013, not exceeding Rs. 300.000 Crores.

(i) Voted in Favour of the Resolution

Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
13	87,33,653	100%





(ii) Voted Against the Resolution


Number of shareholders voted through E-voting system	Number of Votes cast by them	Percentage (%) of total number of valid votes cast
NIL	NIL	NIL

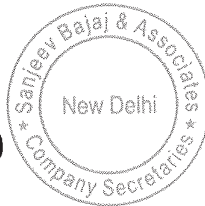
(iii) Invalid Votes

Number of shareholders whose votes declared invalid	Number of votes held / cast by them
NIL	NIL

5. The register and all other papers relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 20th AGM of the Company and thereafter, the same shall be handed over to the Company.

For SANJEEV BAJAJ & ASSOCIATES
Company Secretaries


(SANJEEV KUMAR BAJAJ)
Proprietor
FCS: 5789
CP: 8492



Date: 27.09.2014
Place: New Delhi

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,

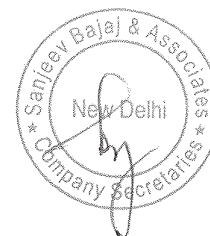
The Chairman

20th Annual General Meeting of the Equity Shareholders of Kamdhenu Ispat Limited Held on Monday the 29th day of September at 10:00 AM at Khasra No. 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038

Sir,

I, Sanjeev Kumar Bajaj, Proprietor Sanjeev Bajaj & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer(s) for the purpose of the voting through poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting of the Equity Shareholders of Kamdhenu Ispat Limited, held on Monday the 29th day of September at 10:00 AM at Khasra No. 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1(One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The shareholders of the Company as on the 'cut off' date i.e. 22nd August, 2014, were entitled to vote through poll.
4. The total ballot papers received were fifty three (53).
5. I did not find any poll papers invalid, however there was one (1) shareholder having client ID 300118/10227960, who voted twice therefore only one (1) of his signed postal ballot is considered effective. The three (3) poll paper which were complete but otherwise found defective having been treated as invalid and kept separately.



6. The result of the **voting through Poll** is as under:

a. Resolution No. 1 (Ordinary Business and Ordinary Resolution)

Adoption of the audited Balance sheet as at 31st March, 2014 and the audited profit and loss account for the year ended on 31st March, 2014, along with schedules and notes appended thereto and report of the Auditors and Directors there on.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

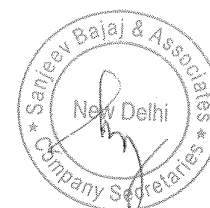
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

b. Resolution No. 2 (Ordinary Business and Ordinary Resolution)

Reappointment of Mr. Saurabh Agarwal (holding DIN 00005970), as Director of the Company, who retires by rotation.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	3178189	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

c. Resolution No. 3 (Ordinary Business and Ordinary Resolution)

Appointment of M/s S.Singhal & Co. Chartered Accountants, Bhiwadi, having registration number 001526C, with the Institute of Chartered Accounts of India, retiring auditors, as Statutory Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

d. Resolution No. 4 (Special Business and Ordinary Resolution)

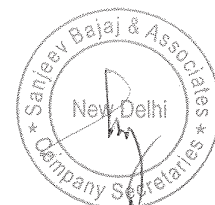
Appointment of Mr. Mahendra Kumar Doogar (holding DIN 00319034) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

e. Resolution No. 5 (Special Business and Ordinary Resolution)

***Appointment of Mr. Radha Krishna Pandey (holding DIN 00190017)
as an Independent Director of the Company w.e.f. 1st April, 2014,
to hold office for a term of five consecutive years up to 31st March,
2019, not liable to retire by rotation."***

(i) Voted in favour of the resolution:

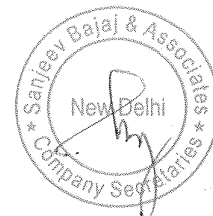
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52



f. Resolution No. 6 (Special Business and Ordinary Resolution)

Appointment of Mr. Ramesh Chand Surana (holding DIN 00089854) as an Independent Director of the Company w.e.f. 1st April, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

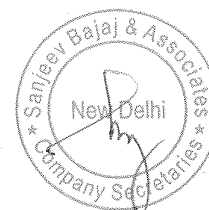
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

g. Resolution No. 7 (Special Business and Ordinary Resolution)

Appointment of Mrs. Nishal Jain (holding DIN 06934656), as an Independent Director of the Company w.e.f. 31st July, 2014, to hold office for a term of five consecutive years up to 31st March, 2019, not liable to retire by rotation."



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

h. Resolution No. 8 (Special Business and Ordinary Resolution)

Ratification of remuneration of M/s K G Goyal & Associates, Cost Accountants, Jaipur, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

i. Resolution No. 9 (Special Business and Special Resolution)

Consent of the shareholders of the Company, to borrow money in excess of paid up share capital and free reserves of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013, not exceeding Rs. 300.00 Crores.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52

j. Resolution No. 10 (Special Business and Special Resolution)

Consent of the shareholders of the Company, to create charge(s) / mortgage(s) on the assets of the Company to secure loans, advances obtained or to be obtained by the Company under section 180 (1) (a) of the Companies Act, 2013, not exceeding Rs. 300.000 Crores.

(i) Voted in favour of the resolution:

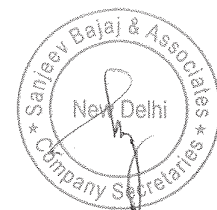
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	7765109	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL


(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	52



7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

**For SANJEEV BAJAJ & ASSOCIATES
Company Secretaries**


**(SANJEEV KUMAR BAJAJ)
Proprietor
FCS: 5789
CP: 8492**



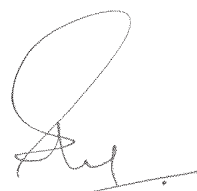
**Date: 30.09.2014
Place: New Delhi**

Witness 1.

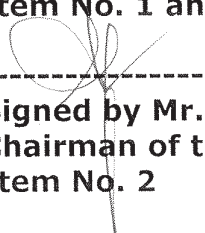

Neelesh Singh Gaharwar

Witness 2.

Arun Kumar Gupta 



**Signed by Mr. SATISH KUMAR AGARWAL
Chairman of the meeting.
Item No. 1 and 3-10**



**Signed by Mr. SUNIL KUMAR AGARWAL
Chairman of the meeting.
Item No. 2**





KAMDHENU ISPAT LIMITED

Corporate Office : 2nd Floor, Tower A, Building No. 9, DLF Cyber City, Phase III
Gurgaon - 122002 (Haryana) Phone : 0124 - 4604500 (30 Lines) Fax : 0124 - 4218524
E-mail : kamdhenu@kamdhenuispat.com, Website : www.kamdhenuispat.com
CIN: L27101DL1994PLC134282

REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT

SLNO	DESCRIPTION					
A	DATE OF AGM					
B	BOOK CLOSURE DATE					
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE					
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	13	0	13	7744123	33.09
	PUBLIC	66	0	66	22630	0.10
	TOTAL	79	0	79	7766753	33.19
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					

AGENDA ITEMS:

Resolution Required: Ordinary Resolution

1. Adoption of Balance sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the report of Directors and Independent Auditors thereon.
2. Re-appointment of Mr. Saurabh Agarwal (DIN: 00005970) as Director of the Company liable to retire by rotation.
3. Appointment of M/s S. Singhal & Co. as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.
4. Ordinary Resolution for Appointment of Mr. Mahendra Kumar Doogar (DIN-00319034) as independent director.

For Kamdhenu Ispat Limited


Chairman & Managing Director

5. Ordinary Resolution for Appointment of Mr. Radha Krishna Pandey (DIN-00190017) as independent director.
6. Ordinary Resolution for Appointment of Mr. Ramesh Chand Surana (DIN-00089854) as independent director.
7. Ordinary Resolution for Appointment of Mrs. Nishal Jain(DIN-06934656) as independent woman director.
8. Ordinary Resolution for Ratification of the remuneration of Cost Auditor for the financial year ending 31.03.2015.

Resolution Required: Special Resolution

9. Special Resolution for Borrowing of the company under Section 180(1)(c).
10. Special Resolution for Creation of Mortgage/Charge on the property of the company under Section 180(1)(a).

MODE OF VOTING:

Poll by physical ballot process and E-voting.

For Kamdhenu Ispat Limited


Chairman & Managing Director

Resolution ID	Category	Shares Held (1)	Shares Polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
1	Public - Institutional Holders	700	0	0	0	0	0	0
1	Public-Others	7234979	334441	4.6226	334441	0	100	0
1	Total	23400000	16498762		16498762	0		
2	Promoter and Promoter Group	16164321	11577401	71.6232	11577401	0	100	0
2	Public - Institutional Holders	700	0	0	0	0	0	0
2	Public-Others	7234979	334441	4.6226	334441	0	100	0
2	Total	23400000	11911842		11911842	0		
3	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
3	Public - Institutional Holders	700	0	0	0	0	0	0
3	Public-Others	7234979	334441	4.6226	334441	0	100	0
3	Total	23400000	16498762		16498762	0		
4	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
4	Public - Institutional Holders	700	0	0	0	0	0	0
4	Public-Others	7234979	334441	4.6226	334441	0	100	0
4	Total	23400000	16498762		16498762	0		
5	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
5	Public - Institutional Holders	700	0	0	0	0	0	0
5	Public-Others	7234979	334441	4.6226	334441	0	100	0
5	Total	23400000	16498762		16498762	0		
6	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
6	Public - Institutional Holders	700	0	0	0	0	0	0
6	Public-Others	7234979	334441	4.6226	334441	0	100	0
6	Total	23400000	16498762		16498762	0		
7	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
7	Public - Institutional Holders	700	0	0	0	0	0	0
7	Public-Others	7234979	334441	4.6226	334441	0	100	0
7	Total	23400000	16498762		16498762	0		
8	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
8	Public - Institutional Holders	700	0	0	0	0	0	0
8	Public-Others	7234979	334441	4.6226	334441	0	100	0
8	Total	23400000	16498762		16498762	0		
9	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
9	Public - Institutional Holders	700	0	0	0	0	0	0
9	Public-Others	7234979	334441	4.6226	334441	0	100	0
9	Total	23400000	16498762		16498762	0		
10	Promoter and Promoter Group	16164321	16164321	100	16164321	0	100	0
10	Public - Institutional Holders	700	0	0	0	0	0	0
10	Public-Others	7234979	334441	4.6226	334441	0	100	0
10	Total	23400000	16498762		16498762	0		

For Kamdhenu Ispat Limited

Chairman & Managing Director