



KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Regd. Office: L-311, Khasra No.724, Street No.7, Mahipalpur Extention, New Delhi-110037

Tel: 011 - 26784596, Fax: 011 - 26784596

e-mail id: kamdhenu@kamdhenulimited.com

Website: www.kamdhenulimited.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended or restated from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/ voting by electronic means ("e-voting"). The Explanatory Statement pertaining to the said resolution setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the "Form" or the "Postal Ballot Form").

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 , as amended, Members holding shares either in Demat and/or in Physical Form, may vote either by way of Physical Postal Ballot Form or by way of remote e-voting.

SPECIALBUSINESS:

Item No.1

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NCT OF DELHI TO STATE OF RAJASTHAN.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other authority(ies), if any, and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby granted for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Rajasthan.

Resolved further that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Rajasthan.

Resolved further that the Board of Directors of the Company be and is hereby authorized to make necessary application(s)/petition with the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of registered office; to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper by the Board; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion, without requiring the Board to secure any further consent or approval of the members of the Company; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

Resolved further that the Board of Directors of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, legal counsel, advisors or consultants of the Company."

Place: Gurgaon
Date: 13.11.2018

By the order of the Board
For Kamdhenu Limited,

Jogeswar Mohanty
Company Secretary
Membership No. ACS23247
Address: 3rd Floor, 11/40B Tilak Nagar,
New Delhi- 110018.

NOTES & GENERAL INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof is annexed for your consideration along with the Postal Ballot Form for your requisite action.
2. The Notice of Postal Ballot (hereinafter referred to as 'the Notice') is being sent to all the members, whose names appear in the Register of Members / list of Beneficial Owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 16th November, 2018 and voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on that date.
3. The Board of Directors of the Company, at its meeting held on 13th November, 2018, has appointed Mr. Praveen Kumar Bharti, Advocate of M/s Rajeew Goel & Associates, Advocates & Solicitors, Delhi as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The Company has designated Mr. Satish Kumar Agarwal, Chairman & Managing Director and Mr. Jogeswar Mohanty, Company Secretary of the Company as the persons responsible for the entire postal ballot process.
5. In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot Form by post. Members desiring to opt for e-voting are requested to carefully read and follow the instructions on e-voting printed in this Notice. The Company has engaged the services of Karvy Computershare Private Limited, Registrar & Transfer Agent, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 for the purpose of providing e-voting facility to all its members. It must be noted that e-voting is optional.
6. In accordance with Rule 18 and 22 of the Rules, members who have registered their e-mail IDs with the Company or the Depositories, the Notice is being sent by e-mail and to other members by courier along with the Postal Ballot Form and self addressed Business Reply Envelope. The postage will be borne by the Company, however envelopes containing postal ballot if sent by member through courier or registered/speed post at his expense will also be accepted.
7. Members have an option to cast their vote either through e-voting or through Postal Ballot Form. Members who have received the Notice by e-mail but willing to cast their vote through Postal Ballot Form may directly write to the Company at its registered office or may e-mail their request at kamdhenu@kamdhenulimited.com indicating their option to receive physical form. The Notice along with the Postal Ballot Form will be displayed on the Company's website www.kamdhenulimited.com during the entire period of voting for the information of all concerned.
8. Members should opt for only one mode of voting i.e., either by physical Ballot or e-voting. In case Members cast their vote both by e-voting and post, then the voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
9. Duly completed Postal Ballot Form should reach to the Scrutinizer not later than the close of working hours of 25th December, 2018. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny on or before 27th December, 2018.
10. The Chairman & Managing Director, and in his absence any director authorized by him, shall announce the results of the Postal Ballot at the Registered Office of the Company on or before 28th December, 2018 at 5.00 p.m. The last date of receiving of postal ballot/e-voting will be taken to be the date of passing of the resolutions.
11. The results of said postal ballot along with the Scrutinizer's report will be communicated to BSE Limited and The National Stock Exchange of India Limited, where the equity shares of the Company are listed. The said results will be displayed on the Company's website www.kamdhenulimited.com and on the website of Karvy i.e. www.evoting.karvy.com.

Instructions for voting by Postal Ballot (in physical form)

- 1) You are requested to carefully read the instructions mentioned in the Postal Ballot Form before filling the same.
- 2) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and mail/dispatch it in the attached self addressed Business Reply Envelope so as to reach the Scrutinizer, C/o. Karvy Computershare Pvt Ltd, Unit: Kamdhenu Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, before the close of working hours of 25th December, 2018. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered /speed post at the expense of the registered member will also be accepted. The Postal Ballot Form may also be deposited personally.
- 3) The vote should be casted either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) mark in respect of the same need to cast all his votes in the same way. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- 4) The Postal Ballot Form should be completed and signed by the Member. There will be one Postal Ballot Form for every folio/client id irrespective of the number of joint holders. In case of joint shareholding, this Form should be completed and signed by the first named Member and/or his attorney provided the Power of Attorney has been earlier registered with the Company. In the absence of the first named Member, the Form may be completed and signed by the next named Member. However, where the Form is sent separately by the first named Member and the joint holder(s), the vote of the first named Member would be valid. Voting rights in the postal ballot cannot be exercised by a proxy, though corporate and institutional Members shall be entitled to vote through authorized representatives with proof of their authorization.
- 5) The person signing the Postal Ballot Form should sign as per the specimen signature registered with the Company.

- 6) In case of shares held by the body corporate, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization, together with the specimen signature(s) of the duly authorized signatories.
- 7) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Members are requested to fill the Form in indelible ink and not in any erasable writing mode.
- 8) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer, and any extraneous paper found in such envelope may not reach the Company.
- 9) A Member may request for a duplicate Postal Ballot Form, if so required.
- 10) The Scrutinizer's decision on the validity of a postal ballot will be final.

Voting through electronic means
Instructions for e-voting are as follows:

1. Members whose e-mail IDs are registered with the Company / Depository Participants, on receiving an e-mail from Karvy Computershare (P) Ltd., Registrar & Transfer Agent of the Company (RTA), can use by manner listed below:
 - i) Launch internet browser by typing the [URL:https://evoting.karvy.com](https://evoting.karvy.com)
 - ii) Enter the login credentials (i.e., **User ID and initial password as tabulated in the Ballot Form**). Your Folio No./ DPID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to compulsorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVEN (E-Voting Event Number)" i.e. 4357.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the share held will not be counted under either head.
 - viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolutions.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), who is/ are authorized to vote, to the Scrutinizer at e-mail ID pkbharti@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name: Kamdhenu Limited, EVENT NO. 4357"
- 1B. Members receiving physical copy of the Notice for Postal Ballot by post [for Members whose e-mail IDs are not registered with the Company/Depository Participant(s)] should follow the steps detailed at Sub- clause (i) to (xii) under Clause (1A) above, to cast your vote.
2. The e-voting period commences on 26th November, 2018 at 9.00 A.M. and ends on 25th December, 2018 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on 16th November, 2018 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by physical ballot form.

3. In case of any queries pertaining to e-voting, you may refer to Frequently Asked Questions (FAQ's) section of <https://evoting.karvy.com>. (Karvy's website).
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date being 16th November, 2018. Voting rights in the e-voting cannot be exercised by a proxy, though corporate and institutional Members shall be entitled to vote through authorized representatives with proof of their authorization. The voting right of the equity share is one vote per equity share, registered in the name of the member.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, forming part of the accompanying Postal Ballot Notice)

Item No.1

Presently the registered office of the Company is situated in Delhi. However, all the manufacturing facilities of the Company are situated in the state of Rajasthan:

Steel Plant: A-1112 & 1114, RIICO Industrial Area, Phase-III, Bhiwadi, Dist. Alwar – 301019, Rajasthan

Paint Plant: E-538-539 A, Industrial Area, Chopanki, Distt. Alwar – 301019, Rajasthan

To exercise better administrative and economic control, saving of overheads and other costs and enable the Company to rationalize and streamline its operations as well as the management of affairs, your Board of Directors proposes to shift the registered office of Company from Delhi to the State of Rajasthan. The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Rajasthan would be in the interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Further, alteration in Clause-II of the Memorandum of Association of the Company will also be required as to mention that registered office be situated in the state of Rajasthan.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot and approval of the Central Government (power delegated to Regional Director).

Copy of the existing Memorandum of Association, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 4.00 P.M. on all working days, up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution under Item No. 1 for approval by the members as a Special Resolution.

Place: Gurgaon
Date: 13.11.2018

By the order of the Board
For Kamdhenu Limited,
Jogeswar Mohanty
Company Secretary
Membership No. ACS23247
Address: 3rd Floor, 11/40B Tilak Nagar,
New Delhi- 110018.



KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Regd. Office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037

Tel: 011 - 26784596, Fax: 011 - 26784596 Website: www.kamdhenulimited.com e-mail id: kamdhenu@kamdhenulimited.com

POSTAL BALLOT FORM

Serial No. :

1. Name(s) & Registered Address of the Sole/First Named Member (in block letters) :

2. Name of the Joint Member(s), (if any) :

3. Registered folio No./DP ID No./Client ID No.* :
(* Applicable to members holding shares in dematerialized form)

4. No. of shares held :

I/We hereby exercise my/our vote in respect of the Resolution proposed to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 13th November, 2018 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

(Tick in the both the boxes would render your Ballot Form invalid)

S. No.	Brief description of the Resolution(s)	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Shifting of registered office of the Company from NCT of Delhi to state of Rajasthan.			

Place :

Date :

(Signature of the Member)

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THE ELECTRONIC VOTING PARTICULARS

EVENT NO. (e-Voting Number)	USER ID	PASSWORD
4357		

Note: 1. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, 25th December, 2018. Please read the instruction overleaf carefully before completing the Ballot Form.

2. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form, before completing the Ballot Form.

Instructions

1. In terms of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and with a view to encourage participation of all the Members of the Company in passing of the resolution, the items of businesses set out in the accompanying notice may be passed by way of a Postal Ballot or through e-voting.
2. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (**in original, photocopy thereof is not permitted**) and send it directly to the Scrutinizer in the attached self-addressed pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent by courier or by registered post / speed post at the expenses of the registered Member, will also be accepted. Please note that if any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and may be destroyed and the Company and / or the Scrutinizer shall not be held responsible for the same.
3. A (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot invalid.
4. Given below are common instances (list not exhaustive) where postal ballot shall be treated invalid:
 - a. If a member uses a form other than one issued by the Company;
 - b. If the form is not signed by or on behalf of the Member;
 - c. Signature of the member on the postal ballot form doesn't match the specimen signatures with the Company;
 - d. The form without assent or dissent of the Member will be declared invalid;
 - e. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - f. The envelope containing the postal ballot form is received after the last date prescribed;
 - g. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h. If the form is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - i. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
5. This Postal Ballot form should be completed and signed by the Member (as per the signature registered with the Company/Depository Participants). In case of joint holdings, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
6. In case of shares held by companies, trust, societies and corporate members etc., duly completed Postal Ballot form should also be accompanied by a certified copy of the Board Resolution /Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
7. A Member need not use all the votes nor need to cast all the votes in the same way.
8. The Postal Ballot Form duly completed and signed should be forwarded (in original) to the Scrutinizer appointed by the Board of Directors at Scrutinizer, C/o. Karvy Computershare Pvt Ltd, Unit: Kamdhenu Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda Hyderabad-500032, so as to reach the scrutinizer not later than the close of working hours (i.e. 5.00 P.M.) on Tuesday, 25th December, 2018. Please note that any response received from the Members after close of working hours (i.e. 5:00 P.M.) on Tuesday, 25th December, 2018 will be treated as if the reply from such Member has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed and signed should reach the Scrutinizer not later than the time specified above.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on Friday, 16th November, 2018 (the "Cut-off Date"). Person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.
11. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
12. The results of the voting by postal ballot will be announced by the Chairman & Managing Director or by any other officer duly authorized by him for this purpose, at 5.00 P.M, on 28th December, 2018 at the Registered office of the Company and will also be displayed along with the Report of the Scrutinizer on the website of the Company: www.kamdhenulimited.com and of Karvy: www.evoting.karvy.com, besides being communicated to the Stock Exchanges.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.