



# KAMDHENU LIMITED

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

27<sup>th</sup> December, 2018

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

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

REF: Security Code: KAMDHENU

Ref: Security Code: 532741

Sub: Outcome of postal ballot result dated 27<sup>th</sup> December, 2018 as per postal ballot notice dated 13<sup>th</sup> November, 2018.

Dear Sir,

With reference to the captioned subject, we inform that following special resolution have been passed by the shareholders on 25<sup>th</sup> December, 2018 through postal ballot/E-voting process:

**1. Shifting of registered office of the company from NCT of Delhi to state of Rajasthan.**

This is for your information and record please.

Thanking you,  
Yours faithfully,  
For Kamdhenu Limited,

(Jogeswar Mohanty)  
Company Secretary  
M. No. A23247





# KAMDHENU LIMITED

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Sub: Proceedings of Postal Ballot dated 27<sup>th</sup> December, 2018 under Regulation 30 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the captioned subject, please find enclosed herewith the proceedings of Postal  
Ballot dated 27<sup>th</sup> December, 2018 along with the Scrutinizers Report.

This is for your information and record please.

Thanking you,  
Yours faithfully,  
For Kamdhenu Limited,

  
(Jogeswar Mohanty)  
Company Secretary  
M. No. A23247



**MINUTES OF PROCEEDINGS OF RESULTS OF THE RESOLUTION PASSED THROUGH  
POSTAL BALLOT/E-VOTING BY THE MEMBERS OF KAMDHENU LIMITED ON THURSDAY,  
THE 27<sup>TH</sup> DAY OF DECEMBER, 2018 AT L-311, KHASRA NO. 724, STREET NO.7,  
MAHIPALPUR EXTENSION, NEW DELHI-110037 FROM 4:30 P.M. TO 5:00 P.M.**

## Background

The Company had at the Board Meeting held on 13<sup>th</sup> November, 2018, decided to obtain consent of the members, pursuant to the provisions of 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) and had issued a postal ballot notice dated 13<sup>th</sup> November, 2018 to obtain approval from the members through postal ballot/e-voting in respect of following Special Resolution:

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

The Board of Directors had made the following appointments in the Board Meeting held on 13<sup>th</sup> November, 2018:

- Mr. Praveen Kumar Bharti, Advocate of M/s Rajeev Goel & Associates, Advocates & Solicitors, Delhi has been appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- Mr. Satish Kumar Agarwal, Chairman & Managing Director of the Company and Mr. Jogeswar Mohanty, Company Secretary of the Company as the persons responsible for the entire postal ballot process.
- Mr. Satish Kumar Agarwal, Chairman & Managing Director, and in his absence, any director authorized by him, to announce the results of the Postal Ballot.



- The Company had appointed Karvy Computershare Private Limited (Karvy), the agency which provided the electronic platform to shareholders of the Company to vote through electronic mode.

The notice of postal ballot containing resolution, explanatory statement, postal ballot form, e-voting user ID and password and a self addressed pre-paid business reply envelop (as applicable) were sent to the members and others concerned including Statutory Auditors, Directors, stock exchanges etc. through courier/email. The dispatch of notice of postal ballot along with postal ballot forms and business reply envelope (postage prepaid) was completed on Saturday the 24<sup>th</sup> day of November, 2018.

The notice of postal ballot/e-voting was also placed on the website of the Company. The intimation about completion of dispatch of the postal ballot form/e-voting password along with instructions and last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in newspapers on Tuesday the 27<sup>th</sup> day of November, 2018 in English Language in the Financial Express (All India Editions) and in Hindi Newspaper, Jansatta, (Delhi Edition).

Members were advised to carefully read the instructions before casting their votes and were also advised to vote through electronic mode on or before the closure of e-voting period on Tuesday, the 25<sup>th</sup> day of December, 2018 at 5:00 P.M. and return the duly completed forms in the attached self-addressed pre-paid envelop, so as to reach the Scrutinizer on or before the close of business hours Tuesday, the 25<sup>th</sup> day of December, 2018.

As intimated to the members through the postal ballot notice:

- i. Any extraneous paper found in business reply envelope 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.
- ii. The postal ballot form received after the close of working hours (i.e. 5:00 P.M.) on Tuesday, the 25<sup>th</sup> day of December, 2018 have been treated as if the reply from such Member has not been received.
- iii. Voting rights have been reckoned on the paid up value of shares registered in the name of the members as on Friday, 16<sup>th</sup> November, 2018.



The image shows a handwritten signature in black ink, which appears to be 'Ravi'. To the right of the signature is a circular stamp. The stamp contains the text 'KAMDHENU LIMITED' around the top edge, 'NEW DELHI' in the center, and a small star at the bottom. The stamp is slightly faded and partially overlaps the signature.

- iv. Incomplete, unsigned or incorrectly filled Postal Ballots forms or bearing more than one tick ( ✓ ) mark have been rejected by the Scrutinizer.

The Scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically upto the close of the working hours on Tuesday, the 25<sup>th</sup> day of December, 2018 (being the last date fixed for the receipt of duly filled postal ballot forms) and the Scrutinizer submitted his report on Thursday, 27<sup>th</sup> December, 2018.

On the basis of the report of the Scrutinizer, Mr. Satish Kumar Agarwal, Chairman & Managing Director of the Company, declared the results of the postal ballot/e-voting on Thursday, 27<sup>th</sup> December, 2018 at 5:00 P.M.

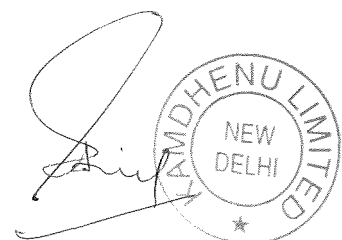
The last date of receiving of the postal ballot/e-voting will be taken to be the date of passing of the resolutions. The results of postal ballot/e-voting along with the Scrutinizer's report shall be placed at the website of the Company at [www.kamdhenulimited.com](http://www.kamdhenulimited.com) and on the website of Karvy at [www.evoting.karvy.com](http://www.evoting.karvy.com)

On the basis of report of e-voting and postal ballot submitted by the Scrutinizer, the Resolution as mentioned in the Postal Ballot Notice dated 13<sup>th</sup> day of November, 2018 have been passed as Special Resolution as per following details:

**1. SPECIAL RESOLUTION:**

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

**“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 reenactment( 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.



The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text "KAMDHENU LIMITED" around the top edge, "NEW DELHI" in the center, and a small star at the bottom. The signature is written in a cursive style.

**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.”

#### **Voting result**

Item No. 1: Special Resolution for shifting of the registered office of the Company from the NCT of Delhi to the State of Rajasthan	E-votes		Physical voting		Total	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes
Total Votes Cast	44	17365867	7	1396	51	17367263
Total Valid Votes	44	17365867	7	1396	51	17367263
Total Invalid Votes	0	0	0	0	0	0



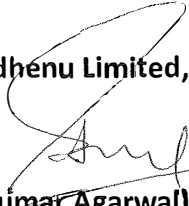
A handwritten signature in blue ink is written over a circular stamp. The stamp contains the text "AMDHENU LIMITED" around the top edge, "NEW DELHI" in the center, and a small star at the bottom. The signature appears to be "Anurag" or similar.

Total Votes in favour of Resolution	44	17365867	7	1396	51	17367263
Total Votes against the Resolution	0	0	0	0	0	0

**Result:**

**Special Resolution passed with requisite majority**

**For Kamdhenu Limited,**




**(Satish Kumar Agarwal)**

**Chairman & Managing Director**

DIN: 00005981

Address: B-619, Sushant Lok,

Phase-I, Gurgaon-122002, Haryana

**Date of Entry : 27<sup>th</sup> December, 2018**

**Date of signing : 27<sup>th</sup> December, 2018**

**Place : New Delhi**

# RAJEEV GOEL & ASSOCIATES

Advocates and Solicitors

## REPORT OF SCRUTINIZER ON POSTAL BALLOT (INCLUDING E-VOTING)

To,  
The Chairman  
**KAMDHENU LIMITED**  
Regd. Office: L-311, Khasra No.724  
Street No.7, Mahipalpur Extention  
New Delhi-110037

Dear Sir,

**Kamdhenu Limited** (hereinafter referred to as “**the Company**”), a company incorporated under the provisions of the Companies Act, 1956, and having its Registered Office at L-311, Khasra No.724, Street No.7, Mahipalpur Extention, New Delhi-110037, forwarded the following business to its members for approval by voting through Postal Ballot process:

*“Special Resolution for shifting of the registered office of the Company from the NCT of Delhi to the State of Rajasthan”*

The Company has appointed Mr. Praveen Kumar Bharti, LL.B, ACS, of M/s. Rajeev Goel & Associates, Advocates & Solicitors, Delhi, as the Scrutinizer for the purpose of conducting the Postal Ballot voting process.

The Shareholders were provided option to exercise their vote either electronically or by way of physical postal ballot form. Pursuant to the provisions of the Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Company has availed 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. For this purpose, the Company had engaged the services of **Karvy Computershare Private Limited** for the purpose of providing e-voting facility to all its members.

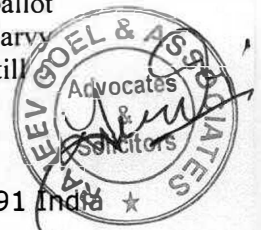
The voting rights of the shareholders was determined in proportion to their shares of the paid-up equity share capital of the Company, as on the cut-off date being 16<sup>th</sup> November, 2018. Voting period commenced on and from 26<sup>th</sup> November, 2018 at 9.00 A.M. and ended on 25<sup>th</sup> December, 2018 at 5 P.M.

### **Management’s Responsibility:**

The Management of the Company is responsible to ensure compliances with the requirement of the relevant provisions of the Companies Act, 2013, Rules made thereunder, the SEBI (LODR) Regulations, 2015 and other applicable provisions of law.

### **Scrutinizer’s Responsibility:**

The responsibility of the Scrutinizer is restricted to preparation of the Scrutinizer’s Report based on the votes cast by the shareholders in respect of the resolution contained in the Postal ballot Notice. The Scrutinizer Report is based on the verification of the data provided by Karvy Computershare Private Limited from the e-voting system and the postal ballots received till P.M. on 25<sup>th</sup> December, 2018.



785, Pocket-E, Mayur Vihar Phase-II, Delhi Meerut Expressway/NH-24, Delhi-110 091 India

**Phone:** 011 2272 5301, 4301 2488, 4268 6943

**Email:** info@rgalegal.in ♦ **Website:** www.rgalegal.in



The undersigned, accordingly, report as under:

As per the report received from the Karvy Computershare Private Limited, total 44 (forty-four) members casted their votes electronically. 7 (seven) postal ballot forms were received physically.

I have verified and scrutinized all the ballot papers/ e-voting and compiled the voting pattern, as follows:

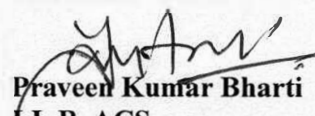
<b>Item No. 1: Special Resolution for shifting of the registered office of the Company from the NCT of Delhi to the State of Rajasthan</b>						
	<b>E-votes</b>		<b>Physical voting</b>		<b>Total</b>	
	<b>No. of Shareholders</b>	<b>No. of Votes</b>	<b>No. of Shareholders</b>	<b>No. of Votes</b>	<b>No. of Shareholders</b>	<b>No. of Votes</b>
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Total Invalid Votes	0	0	0	0	0	0
Total Votes in favour of Resolution	44	17365867	7	1396	51	17367263
Total Votes against the Resolution	0	0	0	0	0	0

Accordingly, it is reported that, the special resolutions for matter as mentioned above, under item no. 1 of the Postal Ballot Notice dated November 13, 2108 was approved by the shareholders of the Company with requisite majority.

You may accordingly declare the result of the voting and take other necessary steps in this regard.

Thanking You,

**For Rajeev Goel & Associates  
Advocates & Solicitors**

  
**Praveen Kumar Bharti**  
LL.B, ACS  
Advocate



**Date: 27-12-2018  
Place: Delhi**