KAMDHENU STEEL
Sampurna Suraksha Ki Guarantee

KAMDHENU ISPAT LIMITED

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

Date: 01.10.2015

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

REF: Security Code: KIL

To,
The Manager- Listing
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Ref: Security Code: 532741

Dear Sir,

Sub: Proceedings of the 21st Annual General Meeting held on 29th September, 2015

Pursuant to clause 31(d) and clause 35A of the Listing Agreement, please find enclosed herewith following

1. Proceedings of 21st Annual General Meeting of the Company held on 29th September, 2015.
2. Scrutinizers report for E-voting process, physical ballot process.
3. Report under clause 35A of the Listing Agreement.

Thanking you,

Yours truly,

For Kamdhenu Ispat Limited

Jogeswar Mohanty
Company Secretary

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PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF KAMDHENU ISPAT LIMITED HELD ON TUESDAY, 29TH SEPTEMBER, 2015 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. Saurabh Agarwal	-	Whole Time Director
3. Mr. Sachin Agarwal	-	Whole Time Director
4. Mr. Mahendra Kumar Doogar	-	Independent Director
5. Mr. Harish Kumar Agarwal	-	Chief Financial Officer
6. Mr. Jogeswar Mohanty	-	Company Secretary
7. Mr. Rakesh Kumar Gupta	-	Representing S. Singhal & Company, Statutory Auditors.
8. Mr. Rupesh Agarwal	-	Representing Chandrasekaran Associates, Secretarial Auditors.

In Attendance:

Mr. Sanjay Kumar representative from Karvy Computershare Pvt. Ltd., RTA.

Members Attendance:

Total seventy two (72) 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 21st Annual General Meeting of the Company.

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

KAMDHENU ISPAT LIMITED NEW DELHI

Chairman acknowledged the presence of Mr. Rakesh Kumar Gupta representing S. Singhal & Company, Statutory Auditors, Mr. Rupesh Agarwal Representing Chandrasekaran Associates, Secretarial Auditors and Mr. Abhishek Thakur from Chandrasekaran Associates and Mr. Sanjay Kumar, representative from RTA.

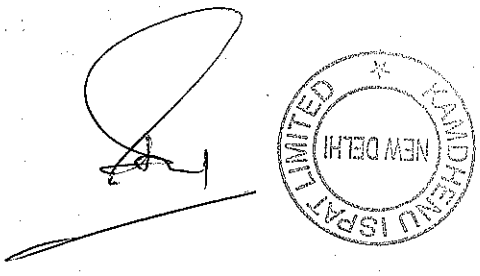
The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary, Scrutinizer and RTA that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

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.

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

The liberalization of industrial policy and other initiatives taken by the Government have given a definite impetus for entry, participation and growth of the private sector in the steel industry. While the existing units are being modernized/expanded, a large number of new steel plants have also come up in different parts of the country based on modern, cost effective, state of-the-art technologies. In the last few years, the rapid and stable growth of the demand side has also prompted domestic entrepreneurs to set up fresh greenfield projects in different states of the country. Crude steel capacity was 101 mt in 2013-14 and India, the 4th largest producer of crude steel in the world, has to its credit, the capability to produce a variety of grades and that too, of international quality standards. The country is expected to become the 2nd largest producer of crude steel in the world soon, provided all requirements for creation of fresh capacity are adequately met.

The Company showed remarkable performance for the year under review by posting a net profit of Rs.802.66 Lacs as compared to Rs.595.50 Lacs in the previous financial year, an increase of 34.79%. During the year under review, the total turnover of the Company reached Rs.1,01,108 Lacs as compared to Rs.96,548 Lacs in previous year, an increase of 4.72% as compared to the previous year.

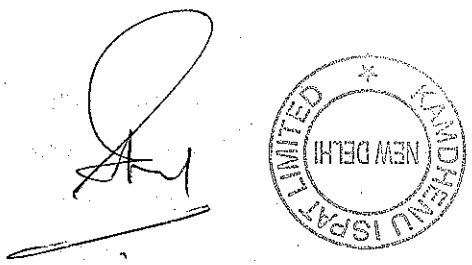


Due to the competition from the big players in the market, the turnover of Paint division of the Company decreased by 4.55% and touched to Rs.16,413 Lacs from Rs.17,195 Lacs. The company has been constantly involved in establishing the extensive marketing network, competent team building, revival of low performing depots, brand promotion, lucrative discount and rebate schemes to establish product in the market. The Paint division is at present operating from 32 sales depots across the country.

Kamdhenu's market strategy is to provide one stop construction solution by offering diverse range of products and service offerings, and continue expanding geographic presence throughout India. Company is commanding a superior brand value having steel and paints products of international quality at competitive prices. The Company aim to be the no one manufacturer of premium TMT bar in India which presently is among the largest manufacturer of TMT Bar in India and rapidly growing in decorative paints sector.

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 5 of the Notice of 21st 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 21st 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 5 of the Notice of 21st Annual General Meeting.

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 5 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.

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Thereafter, Chairman declared that scrutinizer for polling Mr. Rupesh Agarwal, for independently carrying out the electronic voting in a fair and transparent manner to start the poling process. The Chairman then ordered the poll on all resolutions set out in Item No. 1 to 5 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, postal ballot 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, 2015. 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. Rupesh Agarwal, scrutinizer appointed for poll, to takeover the poll proceedings and submit his report latest by 6.00 P.M. on 30th September , 2015.

Thanking all the members for their participation, suggestions and comments, Chairman announced the formal closure of the 21st Annual General Meeting of Company.

Conduct of Poll

Mr. Rupesh Agarwal, 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 and the scrutinizers report dated 30th September, 2015 for the poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 30th

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September, 2015 that all the resolutions as set out in Item NO. 1 to 5 in the Notice of 21st Annual General Meeting of the Company, have been duly passed by requisite majority.

The result of the Remote e-voting as well as physical ballot is as under:

Resolution-1 To Receive, Consider and Adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, the reports of the Board of the Directors and Auditors thereon (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	24	14829810	100.00
Physical Ballot	53	33993	33993	52	33772	99.35
Total	**78**	**14864003**	**14864003**	**76**	**14863582**	**100.00**

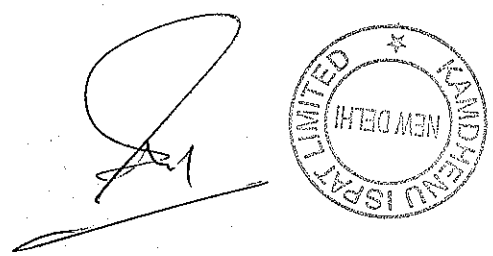
b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	1	200	0.00
Physical Ballot	53	33993	33993	1	221	0.65
Total	**78**	**14864003**	**14864003**	**2**	**441**	**0.00**

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

The resolution passed with requisite majority.



Resolution-2 To declare a dividend on Equity Shares for the Financial Year ended 31st March, 2015 (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	25	14830010	100.00
Physical Ballot	53	33993	33993	52	33772	99.35
Total	**78**	**14864003**	**14864003**	**77**	**14863782**	**100.00**

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	0	0	0.00
Physical Ballot	53	33993	33993	1	221	0.65
Total	**78**	**14864003**	**14864003**	**1**	**221**	**0.00**

c) Invalid votes:

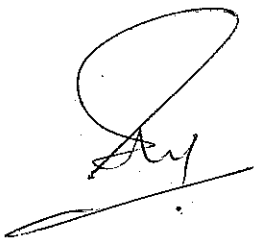
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

The resolution passed with requisite majority.

Resolution 3 - To appoint a Director in place of Mr. Sachin Agarwal (DIN: 01188710), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	24	14829810	100.00
Physical Ballot	53	33993	33993	52	33772	99.35
Total	**78**	**14864003**	**14864003**	**76**	**14863582**	**0.00**



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	1	200	0.00
Physical Ballot	53	33993	33993	1	221	0.65
Total	**78**	**14864003**	**14864003**	**2**	**421**	**0.00**

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

The resolution passed with requisite majority.

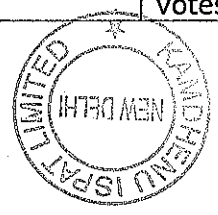
Resolution 4 – To Appoint M/s. S. Singhal & Co., Chartered Accountants, having Firm Registration No.001526C, with The Institute of Chartered Accountants of India, the retiring auditors, to hold office as auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors on the recommendation of Audit Committee (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	24	14829810	100.00
Physical Ballot	53	33993	33993	52	33772	99.35
Total	**78**	**14864003**	**14864003**	**76**	**14863582**	**100.00**

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of	Number of votes cast by them	% of total number of valid votes cast



				Resolution		
e-Voting	25	14830010	14830010	1	200	0.00
Physical Ballot	53	33993	33993	1	221	0.65
Total	**78**	**14864003**	**14864003**	**2**	**421**	**0.00**

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

The resolution passed with requisite majority.

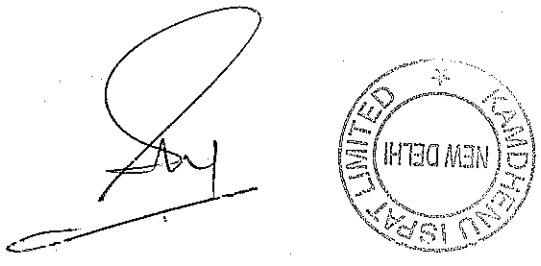
Resolution 5 – To Approve Remuneration of the Cost Auditors for the financial year ending March 31, 2016. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs(MCA) in this regard, the remuneration of Rs.50,000/- plus service tax and reimbursement of out of pocket expenses as approved by Board of Directors on the recommendation of Audit Committee, to be paid to M/S K G Goyal & Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending March 31, 2016, be and is hereby approved.

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

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	24	14829810	100.00
Physical Ballot	53	33993	33993	52	33772	99.35
Total	**78**	**14864003**	**14864003**	**76**	**14863582**	**100.00**



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	14830010	14830010	1	200	0.00
Physical Ballot	53	33993	33993	1	221	0.65
Total	**78**	**14864003**	**14864003**	**2**	**421**	**0.00**

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	**0**	**0**

The resolution passed with requisite majority.

Date: 30.09.2015

Place: New Delhi

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN: 00005981

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Sampurna Suraksha Ki Guarantee

KAMDHENU ISPAT LIMITED

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REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT

SL NO	DESCRIPTION			
A	DATE OF AGM	29-09-2015		
B	BOOK CLOSURE DATE	23-09-2015 to 29-09-2015 (BOTH DAYS INCLUSSIVE)		
C	NO OF SHAREHOLDERS AS ON RECORD DATE	9144		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	72		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL
	PROMOTER AND PROMOTER GROUP	9	0	9
	PUBLIC	63	0	63
	TOTAL	72	0	72
E	No of shareholders attended the meeting through video conferencing-No facility made available			

AGENDA ITEMS

RESOLUTIONS REQUIRED AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.

2. Declaration of dividend on equity shares for the financial year ended 31st march, 2015

3. Re-appointment of Mr. Sachin Agarwal (DIN-01188710) as Director retiring by rotation.

4. To appoint M/s. S. Singhal & Co., Chartered Accountants, having registration no. 001526C, with The Institute of Chartered Accountants of India, the retiring auditors, to hold office as auditors from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors on the recommendation of Audit Committee.

5. To Approve remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s),

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RESOLUTION NO	CATEGORY	SHARES HELD(1)	VOTES 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	16190760	14595188	90.15	14595188	0	100	0
	Public- Institutional holders	700	0	0	0	0	0	0
	Public - Others	7208540	268835	3.73	268394	441	99.84	0.16
	Total	23400000	14864023		14863582	441		
2	Promoter and Promoter Group	16190760	14595188	90.15	14595188	0	100	0
	Public- Institutional holders	700	0	0	0	0	0	0
	Public - Others	7208540	268815	3.73	268594	221	99.92	0.08
	Total	23400000	23400000		14863782	221		
3	Promoter and Promoter Group	16190760	14595188	90.15	14595188	0	100	0
	Public- Institutional holders	700	0	0	0	0	0	0
	Public - Others	7208540	268835	3.73	268394	441	99.84	0.16
	Total	23400000	14864023		14863582	441		
4	Promoter and Promoter Group	16190760	14595188	90.15	14595188	0	100	0
	Public- Institutional holders	700	0	0	0	0	0	0
	Public - Others	7208540	268835	3.73	268394	441	99.84	0.16
	Total	23400000	14864023		14863582	441		
5	Promoter and Promoter Group	16190760	14595188	90.15	14595188	0	100	0
	Public- Institutional holders	700	0	0	0	0	0	0
	Public - Others	7208540	268835	3.73	268394	441	99.84	0.16
	Total	23400000	14864023		14863582	441		

