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

23rd January, 2016

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

Sub: Proceedings of Postal Ballot dated 22.01.2016 under Regulation 30 of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the captioned subject, please find enclosed herewith the proceedings of Postal Ballot dated 22.01.2016

This is for your information and record please.

Thanking you,
Yours faithfully,
For Kamdhenu Ispat Limited,

(Jogeswar Mohanty)
Company Secretary
M No. A23247

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MINUTES OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/E-VOTING BY KAMDHENU ISPAT LIMITED ON FRIDAY, 22ND DAY OF JANUARY 2016 AT L-311, KHASRA NO. 724, STREET NO. 7, MAHIPALPUR EXTENSION, NEW DELHI-110037

Background

Pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules'), as amended or restated from time to time, and the Listing Agreement, the Company had issued a postal ballot notice dated 7th November, 2015 to obtain approval from the shareholders through postal ballot/e-voting on the following special resolutions:

1. To change the name of the Company.
2. To adopt the new set of Articles of Association of the Company in place of existing Articles of Association of the Company.
3. To alter the Object Clause of Memorandum of Association of the Company.
4. To alter the Liability Clause of Memorandum of Association of the Company.
5. To increase the remuneration of Mr. Satish Kumar Agarwal, Chairman cum Managing Director of the Company.
6. To increase the remuneration of Mr. Sunil Kumar Agarwal, Whole Time Director of the Company.
7. To increase the remuneration of Mr. Saurabh Agarwal, Whole Time Director of the Company.
8. To increase the remuneration of Mr. Sachin Agarwal, Whole Time Director of the Company.

The Board of Directors had made the following appointments:

- Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi or failing him Mr. Rupesh Agarwal, Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- Mr. Satish Kumar Agarwal, Chairman cum 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 cum Managing Director, and in his absence the person authorized by him, to announce the results of the Postal Ballot.

For Kamdhenu Ispat Limited

Chairman & Managing Director

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 resolutions, explanatory statement, postal ballot forms, e-voting user IDs and passwords 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 postal ballot notice was completed on 19th December, 2015. 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 shareholders by way of publication of advertisement in newspapers on 20th December, 2015 in English Language in the Financial Express (All India Editions) and in Hindi Language in the Jansatta (Delhi Editions).

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, 19th day of January, 2016 at 5.00 p.m. and return the duly complete forms in the attached self-addressed pre-paid envelop, so as to reach the Scrutinizer on or before the close of business hours on Tuesday, 19th day of January, 2016.

As intimated to the members through the postal ballot notice:

i. Any extraneous papers found in the business reply envelope along with postal ballot form have been destroyed by the Scrutinizer.

ii. The postal ballot form received after the close of working hours (i.e. 5.00 P.M.) on Tuesday, 19th January, 2016 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, 4th December, 2015.

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

After due scrutiny of all the postal ballot forms/e-voting received upto the close of the working hours on Tuesday, 19th January, 2016 (being the last date fixed for the receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Friday, 22nd January, 2016.

On the basis of the report of the Scrutinizer, Mr. Satish Kumar Agarwal, Chairman cum Managing Director of the Company, declared the results of the postal ballot/e-voting on Friday, 22nd January, 2016.

The date of declaration of the results of the postal ballot/e-voting has been taken as 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.kamdhenuispat.com and on the website of Karvy at www.evoting.karvy.com.

For Kamdhenu Ispat Limited

Chairman & Managing Director

On the basis of report of e-voting and poll results submitted by the Scrutinizer, all the Resolutions as mentioned in the Postal Ballot Notice dated 7th November, 2015 have been passed as Special Resolution as per following details:

1. SPECIAL RESOLUTION: CHANGE THE NAME OF THE COMPANY

"RESOLVED THAT pursuant to section 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and re-enactment thereof for the time being in force) and rules made thereunder and subject to the approval from the Central Government, the Consent of the shareholders of Company be and is hereby accorded for the change of the name of the Company from "Kamdhenu Ispat Limited" to "Kamdhenu Limited" or any other name as approved by the Registrar of Companies/Ministry of Corporate Affairs/appropriate authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
Change the name of the Company	16318016	16318016 (100%)	NIL (0%)	Special Resolution passed with requisite majority.

2. SPECIAL RESOLUTION: ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT consequent upon implementation of the Companies Act, 2013 in place of the Companies Act, 1956 and pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the consent of the Shareholders be and is hereby accorded to adopt a new set of Articles of Association of the Company in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
Adopt the new set of Articles of Association of the Company in place of existing Articles of Association of the Company.	16318016	16318016 (100%)	NIL (0%)	Special Resolution passed with requisite majority.

For Kamdhenu Ispat Limited

Chairman & Managing Director

3. SPECIAL RESOLUTION: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 made there under and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), and Listing Agreement entered with Stock Exchange, the approval of the Shareholders of the Company be and is hereby accorded , to substitute the existing Main Object Clauses (1) to (4) of the Memorandum of Association of the Company with the following Main Object Clause as sub clause (1) to (12) of clause III (A) of the Memorandum of Association of the Company including title of the main object clause as "Objects for Which the Company has been Incorporated are";

OBJECTS FOR WHICH THE COMPANY HAS BEEN INCORPORATED ARE:

1. To carry on in India or outside India, the business of marketing, branding, outsourcing, job work conversion, acting as manufacturer, producer, consultant, commission agent, distributor, dealers, trader, stockist, sellers, buyers, importers, exporters and other works of ferrous and non-ferrous metal, alloy and non-alloy metals, iron and steel, steel castings and forgings and malleable iron and steel castings, cast iron, pig iron, brass, copper, aluminum, zinc, chromium, tin, sponge iron, nickel, special steels, metal sheets, stainless steel, lead, gold, silver, platinum and its scraps, steel alloys, steel ingots, steel and alloy steel billets, sheet, stainless steel and particularly steel, rods, bars and railings, sheets, all kinds and sizes of re-rolling sections, i.e. flats, angles, rounds plates, hexagons, octagons, rails, joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, TMT Bars bright bars, shafting and steel structurals, perforated sheets, wires, plates, nuts, bolts, ball bearings, coils, racks, all machineries and tools, galvanized steel and its products, tubes, pipes, epoxy coated products, hardwares, Aluminum and steel doors, windows, levers and automatic door closers, galvanized buckets, automotive (trailers & vehicles), boilers, pressure vessels, containers & repair, decoration, fabrication heavy, fabrication light, automobile parts, moulds, dies, ornamental steel, cabins, pre engineered buildings, all types of pre-fabricated structures, railway & train, rebar & wire rod, scaffolding, ship building & repair, space frames, transmission towers, agricultural equipment, air conditioners, air ducts, automotive parts, baths - basins - shower trays, bearings, bins, bright shafting bars, brushes, cans, lids, crown corks, chains, cladding – roofing, cranes, cutlery, desert coolers, dished heads, doors, gates, windows, drums, barrels, all sections of non ferrous metals, wires & cables, specially of copper and aluminum alloys, electrical cables, telephone cables, optical fibre cables, lead metals and products of lead metal, electric equipment, electrodes, elevators, exhaust pipes, fasteners, screws, bolts, nuts, rivets, gas cylinders, grilles, hardware, tools, hoses, hose clips, household appliances, kitchen sinks, kitchens, kitchenware, locks, hinges, luminaires lighting, nails, spikes, needles, ovens, burners, stoves, panel boards, switch gear, ropes, stranded wire, cables, safes, sections, shelves, displays, signage, springs, staples clips, straps, tiles for roofs and ceilings, transformers, trolleys, handcarts, valves, fittings, water coolers, water heaters, wheels, refractories of all type including high alumina and magnesite bricks, machinery,
2. To carry on business in India and outside India as steel furnaces and continuous casting, steel plant, rolling and re-rolling mill, iron and steel converters, iron and brass founders, foundry shop owners, fabricators, welders, galvanizers, metal workers, turners, forgers, grinders, steel furnaces and continuous casting, iron-masters, forgers, iron founders, steel and non-ferrous metal converters, boiler makers, metallurgists, machinists, filters, wire drawers, enamellers, painters and packing case makers, tool makers, boiler-makers, mill wrights, machinists, contractors and generally to carry on all kinds of casting and fabrication works of all types, kinds and description.
3. To carry on, manage, supervise and control in India and outside India the business of transmitting,

For Kamdhenu Ispat Limited

Chairman & Managing Director

manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether thermal power plant using coal/lignite, nuclear, steam, hydro or tidal water, wind, solar, hydrocarbon fuel or any other form, kind or description and carry on the business as consultants and advisors, to EPC contractors OEM's and such other Multinational/Indian Companies engaged in Generation of Power/Distribution of Power, supply erection and commissioning of Power plant equipments and ancillaries associated to Power station viz. Acoustics etc. Laying of new lines for transmission, supply erection and commissioning of HVAC systems/fire fighting systems/HSD storage systems and Services of critical components of Gas/Hydal Turbines, Boiler Feed Pumps either directly or acting as agent/liaison agent or as canvassing representative for reputed manufacturer, agents and distributors, for own generation, use of power, manufacturing and marketing of all types of electricity generators.

4. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, painting services, agents and other works of all kinds of paints, interior Paint, exterior Paint, decorative paint, wood surface paints, metals surface paints, Primers, Wood Stains, specialty Paints, specialty Primers, caulks and Sealants, varnishes, distempers, pigments, writing, printing and inks of all other kinds, wall primer, putty, wood Primer, all kinds of wood coatings, epoxy coatings, colorants, strainers, construction chemicals, water proofing products, adhesives, powder coatings, automotive paints, industrial paints, protective coatings, floor coatings, road markings, bio chemical products, raisin(acrylic and alkyd), chemicals, chemicals compounds (organic and inorganic) in all forms, and chemical products of any nature and kind whatsoever, packaging pails, drums, containers and raw materials used for the preparation of the above and all by-products and joint products thereof, heavy chemicals, essences, solvents, plastics of all types, intermediates, textile auxiliaries, cellophanes, colour, vat and other organic dyestuff, chemical auxiliaries, deodorants, bleaching, photographical and other preparation and articles, styrene, butadiene, ethylene, petroleum fractions and other chemical substances of all kinds, synthetics and other substances, basic intermediate or otherwise from chemical substances, acids, alkalis, dyes, dye stuff, tannin extracts.

5. To act as management consultant and render services, in India and outside India, to the company, other body corporate or association or individual or to any other party with capital, credit, means or resources for the prosecution of any works, undertaking, projects or enterprises, render engineering, technical management and other skilled and other services to all types of industry or organisations in India or abroad including for office, advertising, marketing, business development, consulting engineers designers, surveyors, valuers, planners, advisors, inspectors, supervisors and to provide technical know how and render complete comprehensive service and industrial technique of factories, foundries, building, building yards, and other works.

6. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, brokers, factors, market makers and engineers of colour coated roofing sheets, trapezoidal roofing and cladding products, pre-painted galvanized steel sheets, pre-painted Alu-zinc steel sheets, tile profile roofing sheets, accessories and rain water systems, curved profiles, SDF screws, fibre sheets etc.

7. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters and other works of all types of ply board, particle boards, plywood, timber, lumber, hardwood, teak ply, sun mica sheets, windows, doors, wood pulp, sleepers, furniture and article including furniture and fixtures of all description made wholly or partly from wood and any other materials, including to carry on business as timber merchants, sawmill proprietors and timber

For Kamdhenu Ispat Limited

Chairman & Managing Director

growers and to buy, sell, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, plywood, decorative veneers, laminate boards, blackboards, composite boards, compressed boards, pressed boards, hard boards, ship boards, bent wood, moulded wood and articles of all kinds in the manufacture of which timber of wood is used.

8. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, and other works of all types of PVC/UPVC fabricated and extruded windows, doors, panels, profiles and sections and all type of plastics and PVC pipes, sections, containers, packing materials, printing of all sections and containers.

9. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s), to purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, farm houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within India and outside India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise, to purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, decorators and surveyors, to purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.

10. To carry on business of any kind of commodity/commodity products by any way/means of trading and hedging, to buy, sell, hold, deal in, add value, transfer or otherwise dispose of commodities and to carry on business of traders of all commodities, commodity related activities either physical or through exchanges.

11. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, and other works of all types of dairy products, milk and milk products, infant milk products, packaged drinking water, food, beverages and bakeries items.

12. To carry on the businesses listed in clause 1 to 11 and any other products and services through franchisee, distributors, commission agents and its appointment, managing, administrating, terminating, revising, quality controlling, coordinating, upgrading technology, otherwise dealing with franchisee units and grant license to use Patents, Trademarks, Copyrights, Designs, geographical indications and other intellectual property rights developed and acquired to franchisee units, in India or abroad, whether on exclusive or non-exclusive basis by way of License User Agreement or otherwise and to earn in terms of royalty, commission or otherwise from such franchisees and others in connection of these activities which shall be beneficial either directly or indirectly.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders of the Company, be and is hereby accorded to substitute the title "Objects incidental or ancillary to the attainment of the main object" of the

For Kamdhenu Ispat Limited

Chairman & Managing Director

Memorandum of Association with the title "Matters which are necessary for Furtherance of Objects Stated in Clause III(A) Above"of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders of the Company, be and is hereby accorded for deletion of the existing Clause III(C)(1) to (44) i.e., "Other Objects" of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
To alter the Object Clause of Memorandum of Association of the Company.	16318016	16318016 (100%)	NIL (0%)	Special Resolution passed with requisite majority.

4. SPECIAL RESOLUTION: ALTERATION OF LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders of the Company, be and is hereby accorded to substitute the existing Liability Clause (IV) of the Memorandum of Association of the Company with the following Clause (IV) of the Memorandum of Association of the Company:

The Clause (IV) of the Memorandum of Association of the Company is substituted as under:

"The liability of the members is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
To alter the Liability Clause of Memorandum of Association.	16318016	16318016 (100%)	NIL (0%)	Special Resolution passed with requisite majority.

For Kamdhenu Ispat Limited

Chairman & Managing Director

5. **SPECIAL RESOLUTION: INCREASE IN REMUNERATION OF MR. SATISH KUMAR AGARWAL, CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 **("the Act")** and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Satish Kumar Agarwal (DIN-00005981), Chairman cum Managing Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

Sl. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,75,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		6,00,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
To increase the remuneration of Mr. Satish Kumar Agarwal, Chairman cum Managing Director of the Company.	14670274	14670074 (99.99%)	200 (0.00%)	Special Resolution passed with requisite majority.

For Kamdhenu Ispat Limited

Chairman & Managing Director

6. **SPECIAL RESOLUTION: INCREASE IN REMUNERATION OF MR. SUNIL KUMAR AGARWAL, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Sunil Kumar Agarwal (DIN- 00005973), Whole Time Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

Sl. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,60,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,85,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
To increase the remuneration of Mr. Sunil Kumar Agarwal, Whole Time Director of the Company.	14722444	14722244 (99.99%)	200 (0.00%)	Special Resolution passed with requisite majority.

7. **SPECIAL RESOLUTION: INCREASE IN REMUNERATION OF MR. SAURABH AGARWAL, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 **("the Act")** and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Saurabh Agarwal (DIN-00005970), Whole Time Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

For Kamdhenu Ispat Limited

Chairman & Managing Director

Sl. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,25,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,50,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
To increase the remuneration of Mr. Saurabh Agarwal, Whole Time Director of the Company.	15741516	15741316 (99.99%)	200 (0.00%)	Special Resolution passed with requisite majority.

8. SPECIAL RESOLUTION: INCREASE IN REMUNERATION OF MR. SACHIN AGARWAL, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 **("the Act")** and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Sachin Agarwal (DIN- 01188710), Whole Time Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

Sl. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,25,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,50,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry

For Kamdhenu Ispat Limited

Chairman & Managing Director

of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

Results

Resolution	No. of valid votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
To increase the remuneration of Mr. Sachin Agarwal, Whole Time Director of the Company.	15644297	15644097 (99.99%)	200 (0.00%)	Special Resolution passed with requisite majority.

For Kamdhenu Ispat Limited,

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN: 00005981
B-619, Sushantlok, Phase-1,
Gurgaon, Haryana-122002

Date of Entry:.....22/01/2016

Date of Signing:.....22/01/2016