KAMDHENU STEEL

KAMDHENU ISPAT LIMITED

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

Date: 26.03.2014

To,
Mr. K. Hari,
(Asst. Vice President)
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra(E),
Mumbai-400 051

REF: Security Code KIL

To,
Mr. Bhushan Mokashi
Corporate Relationship Department
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Ref: Security Code: 532741

Dear Sirs,

Subject: Declaration of the Results of the Postal Ballot

Pursuant to Section 192A of the Companies Act, 1956 read with read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, approval of the members of the Company was sought by means of Postal Ballot vide Notice dated 08.02.2014 for following matters :

1. Special resolution pursuant to section 269 of the Companies Act, 1956 read with Schedule XIII of the Act for Re-appointment of Mr. Satish Kumar Agarwal as Whole Time Director, to be designated as Managing Director and approval of the remuneration to be paid to Mr. Satish Kumar Agarwal

2. Special resolution pursuant to section 269 of the Companies Act, 1956 read with Schedule XIII of the Act for Re-appointment of Mr. Sunil Kumar Agarwal as Whole Time Director and approval of the remuneration to be paid to Mr. Sunil Kumar Agarwal

3. Special resolution pursuant to section 269 of the Companies Act, 1956 read with Schedule XIII of the Act for Re-appointment of Mr. Saurabh Agarwal as Whole Time Director and approval of the remuneration to be paid to Mr. Saurabh Agarwal

4. Special resolution pursuant to section 269 of the Companies Act, 1956 read with Schedule XIII of the Act for Re-appointment of Mr. Sachin Agarwal as Whole Time Director and approval of the remuneration to be paid to Mr. Sachin Agarwal

Based on the Scrutinizer's Report dated 25.03.2014, the Chairman has declared the results of the Postal ballot as under:

SL No.	Particulars	Resolution 1	Resolution 2	Resolution 3	Resolution 4
1	Total number of Postal Ballot Forms Received	55	55	55	55
2	Number of Postal Ballot Forms Rejected as invalid	NIL	NIL	NIL	NIL
3	Total number of valid Postal Ballot Forms	55	55	55	55
4	Total number of shares held by shareholders(Valid votes received)	16193243	16193243	16193243	16193243
5	Total number of shares held by Shareholders voting in favour of the resolution.	16193243	16193243	16193243	16193243
6	Total number of shares held by Shareholders voting against the resolution.	NIL	NIL	NIL	NIL
7	Percentage of votes in favour of the Resolution	100	100	100	100
8	Percentage of votes against the Resolution	NIL	NIL	NIL	NIL
RESULT: Resolutions at item no.1 to 4 were passed as special Resolution					

The Minutes are enclosed herewith for your records.

Thanking you,

Yours truly,
For Kamdhenu Ispat Limited

Yogendra Dwivedi
Company Secretary

Kamdhenu Ispat Limited

Minutes of the proceedings held on 26th March, 2014 at 11:00 A.M at Registered office of the company at L-311, Khasra No.724, Street No. 7, Mahipalpur Extension, New Delhi-110037, relating to declaration of result of voting by Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 read with the Companies(Passing of the resolution by Postal Ballot) Rules, 2011 on the resolution as set out in the Notice dated 8th February, 2014.

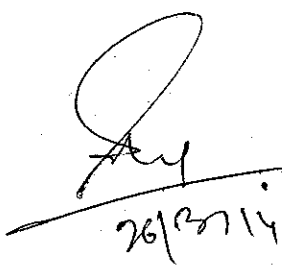
PRESENT:

1. Shri Satish Kumar Agarwal	**Chairman & Managing Director**
2. Shri Harish Kumar Agarwal	**Chief Financial Officer**
3. Shri Yogendra Dwivedi	**Company Secretary**
4. Shri Sanjeev Kumar Bajaj	**Scrutinizer For Postal Ballot**

Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company stated that in terms of the resolution passed by the Board of Directors in its Meeting held on 8th February, 2014, the Company has dispatched on 22nd February, 2014 to all eligible members, the notice dated 8th February, 2014 under Section 192A of the Companies Act, 1956 for obtaining the consent of members by postal ballot on resolution proposed therein. The Chairman further stated that the last date of receiving Postal Ballot was 24th March, 2014. The Chairman further stated that the result of the postal ballot is to be announced on 26th March, 2014.

The Chairman thereafter stated that Shri Sanjeev Kumar Bajaj who had been appointed as the scrutinizer for the Postal Ballot process had carried out the scrutiny of all the Postal Ballot Forms received upto 24th March, 2014. He further stated that the scrutinizer received 55 Postal Ballot Forms. He added that Shri Sanjeev Kumar Bajaj had submitted his Report dated 25th March, 2014 to him and he as the chairman had accepted the said Report.

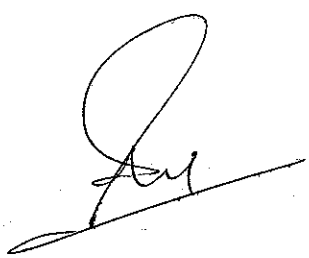
After scrutiny of all Postal Ballot Forms received by Shri Sanjeev Kumar Bajaj up to the close of working hours of 24th March, 2014 (being the last date fixed for return of Postal Ballot Forms duly filled in by the members), Shri Sanjeev Kumar Bajaj, Scrutunizer for the Postal Ballot Process, submitted his report as under.



SL No.	Particulars	Resolution 1	Resolution 2	Resolution 3	Resolution 4
1	Total number of Postal Ballot Forms Received	55	55	55	55
2	Number of Postal Ballot Forms Rejected as invalid	NIL	NIL	NIL	NIL
3	Total number of valid Postal Ballot Forms	55	55	55	55
4	Total number of Shareholders voting in favour of the resolution.	55	55	55	55
5	Total number of Shareholders voting against the resolution.	NIL	NIL	NIL	NIL
6	Percentage of Shareholders voting in favour of the resolution.	100	100	100	100
7	Percentage of Shareholders voting against the resolution.	NIL	NIL	NIL	NIL
8	Total number of shares held by shareholders(Valid votes received)	16193243	16193243	16193243	16193243
9	Total number of shares held by Shareholders voting in favour of the resolution.	16193243	16193243	16193243	16193243
10	Total number of shares held by Shareholders voting against the resolution.	NIL	NIL	NIL	NIL
11	Percentage of votes in favour of the Resolution	100	100	100	100
12	Percentage of votes against the Resolution	NIL	NIL	NIL	NIL

The chairman after receiving the scrutinizers report announced that the special resolutions at item number 1 to 4 of the Postal Ballot notice were duly passed by requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the members of the Company.

The resolutions duly approved by the members of the Company are as under:



Resolution No. 1

Re-appointment of Mr. Satish Kumar Agarwal as Managing Director of the Company for a period of 3 years with effect from 1st April, 2014 and approval of remuneration to be paid to him for a period of 3 years with effect from 1st April, 2014.

"As special Resolution"

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the reappointment of Mr. Satish Kumar Agarwal as Whole Time Director, to be designated as Managing Director of the Company for a period of three years beginning from 01.04.2014 and ending on 31.03.2017"

RESOLVED FURTHER THAT pursuant to the provisions of Section 198, 309, 310, and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the remuneration to be paid to Mr. Satish Kumar Agarwal, Managing Director of the Company for a period of three years with effect from 01.04.2014 on the terms and conditions as set out herein under:

I. Salary Rs.3,25,000/- per month. In addition to salary, Mr.Satish Kumar Agarwal shall be entitled to the following perquisites, benefits and allowances:

Part A:
Medical reimbursement, fees of clubs, electricity, gas, water, hard and soft furnishings, books, periodicals, journals and consumables. Cars facility with driver, telephone, internet and broadband facility at residence, however, the Company shall bill the charges relating to personal long distance calls and charges for using the car for private purposes.

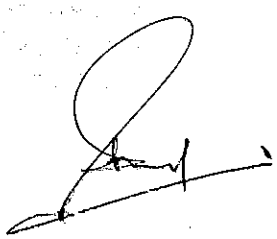
The aforesaid perquisites, benefits and allowances shall be subject to ceiling of Rs.25,000/- per month, however perquisites provided in Part B shall not be included in the computation of ceiling of Rs.25,000/- per month.

Part B:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these singly or put together are not taxable under the Income-tax Act, 1961,
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- Encashment of earned leave at the end of the tenure

Other Terms

- Notice Period: Six months, unless otherwise agreed by the Committee.
- Severance Fees: No severance fee, unless otherwise agreed by the Committee.



In the event of absence or inadequacy of profits, the aforesaid remuneration will be paid as the minimum remuneration, subject to the provisions of Section II of part II of Schedule XIII of the Companies Act, 1956 or such other amount as may be provided in Schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof.

II. Mr. Satish Kumar Agarwal shall also be entitled to commission up to 1.50% of the Net Profits of the Company computed in the manner laid under sections 198, 349 and 350 of the Companies Act, 1956 subject to maximum remuneration limit as per section 198, 309 read with Schedule XIII of the Companies Act, 1956.

"RESOLVED FURTHER that any Executive Director or Company Secretary be and is hereby authorized to do all such acts, deeds and things as may deemed to be necessary to give effect to this resolution."

Resolution No. 2

Re-appointment of Mr. Sunil Kumar Agarwal as Whole Time Director of the Company for a period of 3 years with effect from 1st April, 2014 and approval of remuneration to be paid to him for a period of 3 years with effect from 1st April, 2014.

"As special Resolution"

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the reappointment of Mr. Sunil Kumar Agarwal as Whole Time Director of the Company for a period of three years beginning from 01.04.2014 and ending on 31.03.2017"

"RESOLVED THAT pursuant to the provisions of Section 198, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the remuneration to be paid to Mr. Sunil Kumar Agarwal, Whole Time Director of the Company for a period of three years with effect from 01.04.2014 on the terms and conditions as set out herein under:

I. Salary Rs.3,20,000/- per month. In addition to salary, Mr. Sunil Kumar Agarwal shall be entitled to the following perquisites, benefits and allowances:

Part A:
Medical reimbursement, fees of clubs, electricity, gas, water, hard and soft furnishings, books, periodicals, journals and consumables. Cars facility, of the Company with driver, telephone, internet and broadband facility at residence, however, the Company shall bill the charges relating to personal long distance calls and charges for using the car for private purposes.

The aforesaid perquisites, benefits and allowances shall be subject to ceiling of Rs.25,000/- per month, however perquisites provided in Part B shall not be included in the computation of ceiling of Rs.25,000/- per month.

Part B:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these singly or put together are not taxable under the Income-tax Act, 1961
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- Encashment of earned leave at the end of the tenure

Other Terms

- Notice Period: Six months, unless otherwise agreed by the Committee.
- Severance Fees: No severance fee, unless otherwise agreed by the Committee.

In the event of absence or inadequacy of profits, the aforesaid remuneration will be paid as the minimum remuneration, subject to the provisions of Section II of part II of Schedule XIII of the Companies Act, 1956 or such other amount as may be provided in Schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof.

II. Mr. Sunil Kumar Agarwal shall also be entitled to commission up to 1.50% of the Net Profits of the Company computed in the manner laid under sections 198, 349 and 350 of the Companies Act, 1956 subject to maximum remuneration limit as per section 198, 309 read with Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that any Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may deemed to be necessary to give effect to this resolution."

Resolution No. 3

Re-appointment of Mr. Saurabh Agarwal as Whole Time Director of the Company for a period of 3 years with effect from 1st April, 2014 and approval of remuneration to be paid to him for a period of 3 years with effect from 1st April, 2014.

"As special Resolution"

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the reappointment of Mr. Saurabh Agarwal as Whole Time Director of the Company for a period of three years beginning from 01.04.2014 and ending on 31.03.2017"

"RESOLVED THAT pursuant to the provisions of Section 198, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the remuneration to be paid to Mr. Saurabh Agarwal, Whole Time Director of the Company for a period of three years with effect from 01.04.2014 on the terms and conditions as set out herein under:

I. Salary Rs.3,00,000/- per month. In addition to salary, Mr.Saurabh Agarwal shall be entitled to the following perquisites, benefits and allowances:

Part A:
Medical reimbursement, fees of clubs, electricity, gas, water, hard and soft furnishings, books, periodicals, journals and consumables. Cars facility, of the Company with driver, telephone, internet and broadband facility at residence, however, the Company shall bill the charges relating to personal long distance calls and charges for using the car for private purposes.

The aforesaid perquisites, benefits and allowances shall be subject to ceiling of Rs.25,000/- per month, however perquisites provided in Part B shall not be included in the computation of ceiling of Rs.25,000/- per month.

Part B:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these singly or put together are not taxable under the Income-tax Act, 1961,
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- Encashment of earned leave at the end of the tenure

Other Terms

- Notice Period: Six months, unless otherwise agreed by the Committee.
- Severance Fees: No severance fee, unless otherwise agreed by the Committee.

In the event of absence or inadequacy of profits, the aforesaid remuneration will be paid as the minimum remuneration, subject to the provisions of Section II of part II of Schedule XIII of the Companies Act, 1956 or such other amount as may be provided in Schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof.

II. Mr. Saurabh Agarwal shall also be entitled to commission up to 1.50% of the Net Profits of the Company computed in the manner laid under sections 198, 349 and 350 of the Companies Act, 1956 subject to maximum remuneration limit as per section 198, 309 read with Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that any Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may deemed to be necessary to give effect to this resolution."

Resolution No. 4

Re-appointment of Mr. Sachin Agarwal as Whole Time Director of the Company for a period of 3 years with effect from 1st April, 2014 and approval of remuneration to be paid to him for a period of 3 years with effect from 1st April, 2014.

"As special Resolution"

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the reappointment of Mr. Sachin Agarwal as Whole Time Director of the Company for a period of three years beginning from 01.04.2014 and ending on 31.03.2017"

"RESOLVED THAT pursuant to the provisions of Section 198, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and such other approvals as may be necessary, consent of members of the company be and is hereby accorded for the remuneration to be paid to Mr. Sachin Agarwal, Whole Time Director of the Company for a period of three years with effect from 01.04.2014 on the terms and conditions as set out herein under:

I. Salary Rs.3,00,000/- per month. In addition to salary, Mr. Sachin Agarwal shall be entitled to the following perquisites, benefits and allowances:

Part A:
Medical reimbursement, fees of clubs, electricity, gas, water, hard and soft furnishings, books, periodicals, journals and consumables. Cars facility, of the Company with driver, telephone, internet and broadband facility at residence, however, the Company shall bill the charges relating to personal long distance calls and charges for using the car for private purposes.

The aforesaid perquisites, benefits and allowances shall be subject to ceiling of Rs.25,000/- per month; however perquisites provided in Part B shall not be included in the computation of ceiling of Rs.25,000/- per month.

Part B:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these singly or put together are not taxable under the Income-tax Act, 1961,
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- Encashment of earned leave at the end of the tenure

Other Terms

- Notice Period: Six months, unless otherwise agreed by the Committee.
- Severance Fees: No severance fee, unless otherwise agreed by the Committee.

In the event of absence or inadequacy of profits, the aforesaid remuneration will be paid as the minimum remuneration, subject to the provisions of Section II of part II of Schedule XIII of the Companies Act, 1956 or such other amount as may be provided in Schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof.

II. Mr. Sachin Agarwal shall also be entitled to commission up to 1.50% of the Net Profits of the Company computed in the manner laid under sections 198, 349 and 350 of the Companies Act, 1956 subject to maximum remuneration limit as per section 198, 309 read with Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that any Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may deemed to be necessary to give effect to this resolution."

Date: 26th March, 2014

Place: New Delhi

Satish Kumar Agarwal
Chairman