



**KL/SEC/2025-26/70**

**Date: 25<sup>th</sup> December, 2025**

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

To,  
The Manager - Listing  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
**BSE Scrip Code: 532741**

**Subject: Proceedings of the Postal Ballot.**

Dear Sir/ Madam,

Pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III thereto, we enclosed herewith the proceedings of Postal Ballot.

In terms of Scrutinizer Report issued by M/s Chandrasekaran Associates, Company Secretaries dated 25<sup>th</sup> December, 2025, the resolution as proposed in the Notice of Postal Ballot dated 10<sup>th</sup> November, 2025, has been passed by the Shareholders through remote e-voting process on Wednesday, 24<sup>th</sup> December, 2025, with requisite majority;

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
**For Kamdhenu Limited**

**Khem Chand,**  
**Company Secretary & Compliance Officer**

Encl.: as above.



**SUMMARY OF PROCEEDINGS OF THE POSTAL BALLOT CONDUCTED THROUGH REMOTE E-VOTING FOR RESOLUTION DEEMED TO BE PASSED BY THE SHAREHOLDERS OF THE KAMDHENU LIMITED (THE 'COMPANY') ON WEDNESDAY 24<sup>TH</sup> DECEMBER, 2025, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND RESULTS OF WHICH WERE DECLARED ON THURSDAY, 25<sup>TH</sup> DECEMBER, 2025.**

In accordance with provisions of the Section 108, 110 and other applicable provisions of Companies Act, 2013 ('the Act') and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 03/2025 dated September 22, 2025, issued by Ministry of Corporate Affairs (collectively "**MCA Circulars**") and Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") and other applicable provisions of the Act, rules, regulations, circulars and notifications, Secretarial Standards (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Notice of Postal Ballot dated 10<sup>th</sup> November, 2025 was dispatched by the Company through electronic mode on 24<sup>th</sup> November, 2025 to the Shareholders of the Company, whose names are recorded in the Register of Members of the Company and/or in the Statement/Register of Beneficial Owners maintained by the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the cut-off date i.e Friday, 21<sup>st</sup> November, 2025 and whose Email Ids are registered with the Company/ Kfin Technologies Limited, Registrar and Transfer Agent of the Company or Depository Participants ("**DP**"), for seeking the approval of the Shareholders through remote e-voting process on the below matter;

**I. To approve modification in fund allocation of the objects of preferential issue proceeds and extension of timeline for utilization of funds:**

In compliance with the applicable provisions of Companies Act, 2013, the Company had published advertisement in Financial Express (English Edition) and Jansatta (Delhi NCR Hindi Edition) on Tuesday, 25<sup>th</sup> November, 2025, regarding dispatch of Notice of the Postal Ballot along with the Explanatory Statement and e-voting instructions. The Company had engaged the services of KFin Technologies Limited ("KFintech") for facilitating the Shareholders to cast their votes electronically.

The e-voting period was commenced on Tuesday, 25<sup>th</sup> November, 2025 (09.00 A.M. IST) and ended on Wednesday, 24<sup>th</sup> December, 2025 (05.00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> November, 2025, cast their vote electronically.

The Board of Directors in their meeting held on 10<sup>th</sup> November, 2025 had appointed Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Shri Shashikant Tiwari (Membership No. FCS-11919), partner failing him Shri Lakhan Gupta (Membership No. FCS-12682), Partner of M/s. Chandrasekaran Associates, Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / E-voting process in a fair and transparent manner.



After due scrutiny of all the votes casted through e-Voting, the Scrutinizer has today i.e. on 25<sup>th</sup> December, 2025 submitted its report on the Postal Ballot (e-voting) to Mr. Khem Chand, Company Secretary & Compliance Officer of the Company, as authorized by the Chairman. On the basis of the report, the Resolution as set out in the Notice of Postal ballot have been declared as passed with the requisite majority by the Shareholders of the Company on Wednesday, 24<sup>th</sup> December, 2025.

**The Resolution passed is as follows:**

**To approve modification in fund allocation of the objects of preferential issue proceeds and extension of timeline for utilization of funds:**

**“RESOLVED THAT** in partial modification of the earlier resolution passed in this regard by the shareholders of the Company and pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with applicable rules made thereunder, Regulation 32 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendments, circulars or notifications issued thereunder, and subject to such approvals, permissions and consents as may be necessary, the approval of Members of the Company be and is hereby accorded to modify the fund allocation of the objects of the preferential issue proceeds as approved by the members in their 01-2023-24 Extra Ordinary General Meeting held on 8<sup>th</sup> February, 2024 and also extend the timeline for utilization of the said proceeds received for a further period of one year, i.e. up to 31<sup>st</sup> December 2026, as set out below:

**(Rs. In Lakhs)**

Particular	Original Allocation	Revised Allocation	Extended Timeline
Acquiring Stake/ investment in Franchisee unit	3,500	2300	31.12.2026
Capital expenditure in existing manufacturing unit/ Setting up of new office premises	1,400	105	
Investment in Existing/New Business Ventures	1,400	500	
Enhancing and strengthening the brand position and Corporate image	1,000	1,425	
Other general corporate purposes	2,408	1,414	
<b>Total</b>	<b>9,708</b>	<b>5,744</b>	

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall be deemed to include any Committee thereof) be and is hereby authorized to utilize the remaining unallocated funds from the Preferential Issue, including the flexibility to reallocate amounts among the approved objects with a deviation of  $\pm 10\%$  of the amount specified above depending upon future circumstances, subject to compliance with applicable laws.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including making necessary filings with statutory and regulatory authorities, seeking approvals, issuing clarifications, and taking such steps as may be deemed appropriate in the interest of the Company."

***Based on the report of the Scrutinizer dated 25<sup>th</sup> December, 2025, the results of the Postal Ballot are as under:***

***Type of Resolution: Special Resolution***

Category	Total Votes Polled	Total Invalid votes	Total Valid Votes	Votes in favour	Votes in against
Promoter and Promoter Group	138209800	0	138209800	138209800	0
Public Institution	188682	0	188682	188682	0
Public Non – Institution	3487787	0	3487787	3474076	13711
<b>Total</b>	<b>141886269</b>	<b>0</b>	<b>141886269</b>	<b>141872558</b>	<b>13711</b>

**For Kamdhenu Limited**

**Khem Chand,  
Company Secretary & Compliance Officer**