



KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Registered Office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037
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NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Fifth Annual General Meeting (AGM) of the members of Kamdhenu Limited will be held on Monday, the 30th September, 2019 at 10:00 A.M IST at Hotel Pride Plaza, Aerocity, NewDelhi-110037 to transact the following business:-

ORDINARY BUSINESS

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolutions:

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the reports of the Board of Directors and Auditors thereon.**

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted.”

- To declare a dividend of Re.1/- per Equity Share (i.e. @ 10%) having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2019.**

“RESOLVED THAT the final dividend of Re.1/- per Equity Share (i.e. @10%) of face value Rs.10/- each fully paid up for the Financial Year 2018-19, as recommended by the Board of Directors, be and is hereby approved and declared.”

- To appoint Mr. Saurabh Agarwal (DIN:00005970) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Saurabh Agarwal (DIN: 00005970), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- To appoint Mr. Sachin Agarwal (DIN:01188710) as Director, who retires by rotation and being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sachin Agarwal (DIN:01188710), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (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 taxes as applicable and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditor of the Company, for the financial year 2019-20, be and is hereby ratified.

- To appoint Mr. Mahendra Kumar Doogar as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mr. Mahendra Kumar Doogar (DIN:00319034), Independent Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 1st April, 2019 to hold office for a term of five consecutive years up to 31st March, 2024, not liable to retire by rotation. Mr. Mahendra Kumar Doogar submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority, who is eligible for reappointment for a second term under the provision of the Act and the rules made thereunder and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act.”

- To appoint Mr. Ramesh Chandra Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of the Nomination and Remuneration Committee & the Board of Directors of the

Company, Mr. Ramesh Chandra Jain (DIN:00038529), be and is hereby appointed as an Independent Director of the Company w.e.f. 2nd May, 2019 to hold office for a term of two consecutive years up to 1st May, 2021, not liable to retire by rotation. Mr. Ramesh Chandra Jain submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority, who is eligible for appointment under the provision of the Act and the rules made thereunder and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act.”

8. To appoint Mr. Ramesh Chand Surana as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mr. Ramesh Chand Surana (DIN:00089854), Independent Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 1st April, 2019 to hold office for a term of five consecutive years up to 31st March, 2024, not liable to retire by rotation. Mr. Ramesh Chand Surana submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority, who is eligible for appointment under the provision of the Act and the rules made thereunder and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act.”

9. To appoint Mrs. Nishal Jain as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mrs. Nishal Jain (DIN:06934656.), Independent Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 1st April, 2019 to hold office for a term of five consecutive years up to 31st March, 2024, not liable to retire by rotation. Mrs. Nishal Jain submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority, who is eligible for appointment under the provision of the Act and the rules made thereunder and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act.”

10. To Re-appoint Mr. Satish Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and there commendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Satish Kumar Agarwal (DIN: 00005981), as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years effect from 1st April, 2020 upto 31st March, 2023 on the monthly remuneration not exceeding Rs.20,00,000/- per month including perquisites.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify, the terms and conditions of the said re- appointment including as to designation and remuneration / remuneration structure of Mr. Satish Kumar Agarwal within the limits as per Schedule V of the Companies Act, 2013 and 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.”

11. To Re-appoint Mr. Sunil Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and the recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sunil Kumar Agarwal (DIN: 00005973) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years effect from 1st April, 2020 upto 31st March, 2023 on the monthly remuneration not exceeding Rs.20,00,000/- per month including perquisites..

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify, the terms and conditions of the said re- appointment including as to designation and remuneration / remuneration structure of Mr. Sunil Kumar Agarwal within the limits as per Schedule V of the Companies Act, 2013 and 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.”

12. To Re-appoint Mr. Saurabh Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including

any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and the recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Saurabh Agarwal (DIN: 00005970) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years effect from 1st April, 2020 upto 31st March, 2023 on the monthly remuneration not exceeding Rs.20,00,000/- per month including perquisites.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify, the terms and conditions of the said re- appointment including as to designation and remuneration / remuneration structure of Mr. Saurabh Agarwal within the limits as per Schedule V of the Companies Act, 2013 and 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”.

13. To Re-appoint Mr. Sachin Agarwal as Whole Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and the recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sachin Agarwal (DIN: 01188710) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years effect from 1st April, 2020 upto 31st March, 2023 on the monthly remuneration not exceeding Rs. 20,00,000/- per month including perquisites.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify, the terms and conditions of the said re- appointment including as to designation and remuneration / remuneration structure of Mr. Sachin Agarwal within the limits as per Schedule V of the Companies Act, 2013 and 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”.

BY ORDER OF THE BOARD OF DIRECTORS

Date: 2nd May, 2019

Place: Gurgaon

(Jogeswar Mohanty)
Company Secretary
M.No.ACS23247

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) relating to the Special Business stated under Item No 6 to 13 of the Notice to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT(10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER A MEMBER HOLDING MORE THAN TEN PER CENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING FOR ENTIRE SHAREHOLDING AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY MEMBER.**
4. The copy of Annual Report 2018-19, notice of 25th AGM, instruction for e-voting, along with attendance slip, route map with prominent landmark details and proxy form and dividend intimations etc. are being sent through electronic mode to all the members whose e-mail addresses are registered with the Company/ depository participants (DPs)/ Company’s Registrar and Transfer Agent (RTA) and members whose email id is not registered with Company will be sent physical copies of such documents at their registered address through permitted mode. Annual Report and Notice of the 25th AGM and related documents will also be available under the Investor Relations section on the website of the Company. www.kamdhenulimited.com
5. A Proxy Form, Attendance Slip, Route Map are annexed with the Notice of Annual General Meeting.
6. Corporate Members intending to send their authorized representative(s) under Section 113 of the Companies Act, 2013 are requested to send a duly certified true copy of the relevant Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
7. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Karvy Fintech Private Limited (Formerly Karvy Computershare Private Limited) having their office at Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:

- i) Any change or update in their mailing address;
- ii) Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company;
- iii) Members who hold shares in physical form in multiple folios in identical names are requested to send all share certificates for consolidation into single folio.

Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.

9. Pursuant to the amendment in Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, any request for transfer of shares held in physical form shall not be processed, except in case of transmission or transposition of shares or in case of transfer deed(s) once lodged with the Company prior to 1st April, 2019 and returned/rejected due to deficiency in the documents. Thus, the Members holding shares in physical form are requested to dematerialise their shareholding, as the shares of them Company are under compulsory demat trading.
10. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 22nd September, 2019 to 30th September, 2019 (both days inclusive).
11. The dividend, if declared at the Annual General Meeting, will be credited/dispatched to those persons or their mandates:
 - a. Whose names appear as Beneficial Owners as at the end of the business hours on 21st September, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b. Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ its Registrar and Transfer Agents on or before 21st September, 2019.
 - c. Members wishing to claim dividend, which has remained unclaimed are requested to contact Company's RTA. They are also requested to note that the amount of dividend not claimed within 7 years from the date of declaration, will as per Section 125 of the Companies Act, 2013 and the rules made thereunder, be transferred to Investor Education and Protection Fund along with the transfer of shares in case any dividend has not been encashed by the Members on such shares during the last seven years to the designated suspense account as prescribed by the IEPF Authority. Members may visit the Company's website at www.kamdhenulimited.com for tracking details of any unclaimed/ unpaid dividend.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed, Form duly filled in, to Karvy Fintech Private Limited having their office at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India. Nomination form enclosed herewith.
13. To enable direct credit of the dividend amount into the Bank Account as per the Securities and Exchange Board of India circular dated 21st March, 2013, the Members are requested to update with their Depository Participant, the active Bank Account details (including 9 digit MICR Code and 11 digit IFSC Code), in case the holding is in dematerialized mode. In case the shares are held in physical mode, the said details may be communicated to the Registrar and Share Transfer Agents, by quoting the Reference Folio No. and attaching a photocopy of the cheque leaf of the active Bank Account along with a self-attested copy of the PAN card.
14. Members are requested to:
 - a. Intimate to the Company's Registrar and Transfer Agents, Karvy Fintech Private Limited at the above mentioned address, changes, if any, in their registered addresses (including e-mail ID) /bank mandates at an early date, in case of shares held in physical form;
 - b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses (including e-mail ID) /bank mandates at an early date, in case of shares held in electronic/dematerialized form;
 - c. Quote their folio numbers/Client ID and DP ID in all correspondence;
 - d. Consolidate their holdings in to one folio in case they hold shares under multiple folios in the identical order of names.
15. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 25th Annual General Meeting (AGM) and the Annual Report for the year 2018-19 etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/Depository Participant and who have not opted to receive the same in physical form.
For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2018-19 and the Notice of the 25th AGM would be sent in the permitted mode.
Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with Karvy Fintech Private Limited (in case of Shares held in physical form).
16. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for financial year 2018-19 will also be available on the Company's website at www.kamdhenulimited.com/investorzone and also on the website of the RTA, M/s Karvy Fintech Private Limited at www.karvyfintech.com. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's email id: kamdhenu@kamdhenulimited.com.
17. All Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturday and Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Annual General Meeting of the Company.
18. Certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 and are available for inspection at the Registered office of the Company on all working days (Monday to Friday) between 10.00 A.M. to 6.00 P.M. upto the date of AGM and will also be available for inspection at the meeting.
19. Appointment of Director and Shareholding in the Company:
Mr. Saurabh Agarwal holds 826500 Equity Shares of Rs.10/- each, fully paid up, in the Company. Brief resume and inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.
Mr. Sachin Agarwal holds 923719 Equity Shares of Rs.10/- each, fully paid up, in the Company. Brief resume and inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.
20. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
21. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID- Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
22. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
23. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors and interested

are available for inspection at the Registered Office of the Company on all working days upto the date of AGM and will also be available for inspection at the meeting.

24. Due Dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2011-12 and thereafter, are as under:

Financial Year ended	Declaration date	Due date
March 31, 2012	27 th September, 2012	26 th September, 2019
March 31, 2013	27 th September, 2013	26 th September, 2020
March 31, 2014	29 th September, 2014	28 th September, 2021
March 31, 2015	29 th September, 2015	28 th September, 2022
March 31, 2016	27 th September, 2016	26 th September, 2023
March 31, 2017	29 th September, 2017	28 th September, 2024
March 31, 2018	24 th September, 2018	23 rd September, 2025

25. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The Company has appointed Mr. Rupesh Agarwal (Membership No. ACS 16302, CP NO. 5673), failing him Mr. Shashikant Tiwari (Membership No. ACS 28994, CO. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 21st September, 2019 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

In case of Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Kamdhenu Limited'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email at rupesh@cacsindia.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sr. No. (i) to (xii) above to cast your vote by electronic means.

Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Suresh D, (Unit: Kamdhenu Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

The remote e-voting period commences at 9:00 A.M. (IST) on 27th September, 2019, and ends at 5:00P.M (IST) on 29th September, 2019.

The voting rights of the Members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. 21st September, 2019.

Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2019 only shall be entitled to avail the facility of e-voting / physical voting.

Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e 21st September, 2019 may obtain the User Id and password in the manner as mentioned below:

- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD<space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may Call Karvy's Toll free number 1-800-3454-01.
- d. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.

If the member is already registered with Karvy for e-voting, he can use his existing User ID and password for casting the vote through e-voting.

The remote e-voting period commences on 27th September, 2019 (9.00 am IST) and ends on 29th September, 2019 (5:00 pm IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2019 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.(Karvy's website).

The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and there after unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses who is not in the employment of the Company. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or any other Director of the Company authorised by him in writing who shall declare the result of the voting forthwith.

26. The results on resolutions shall be declared forthwith after getting the report of Scrutinizer and the resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
27. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (www.kamdhenulimited.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to Stock Exchanges.

BY ORDER OF THE BOARD OF DIRECTORS

Date: 2nd May, 2019

Place: Gurgaon

(Jogeswar Mohanty)
Company Secretary
M.No.ACS23247

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 for an audit fees of Rs.50,000/- (Rupees fifty thousand only) plus taxes as applicable, and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company at the Annual General Meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

The Board passed and recommended the resolution as Item No.5 in their meeting held on 30th April, 2019 for approval by the shareholders as an Ordinary Resolution.

Copies of all documents referred to in the Explanatory Statement shall be made available at the Corporate Office of the Company and also at the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 except to the extent of their shareholding in the Company.

ITEM NO. 6.

Mr. Mahendra Kumar Doogar, aged 67 years, is a qualified Chartered Accountant and Senior Partner of Doogar & Associates, Chartered Accountant Firm. He has more than 41 years of professional experience in the field of Capital Market, Merchant Banking, Corporate Finance, Audit, Accounts etc. He is a sitting member of the Managing Committee of PHD Chamber of Commerce and Industry. He has also written three books relating to capital issues and sick industries. Mr. Mahendra Kumar Doogar's professional achievements and social interests have resulted in recognition through numerous awards. He is a recipient of Udyog Ratan Award, Rotary Excellence Award and Best Capacity Study Group of Northern India Regional Council of the ICAI.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation has recommended re-appointment of Mr. Mahendra Kumar Doogar as an Independent Director for second term of five consecutive year's upto 31st March, 2024.

In terms of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the above director is required to be appointed in the forthcoming Annual General Meeting as Independent Director and shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Mahendra Kumar Doogar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mahendra Kumar Doogar as an Independent Director. Accordingly, the Board passed and recommended the resolution for his appointment as Independent Director in their meeting held on 24th January, 2019 for the approval by the shareholders of the Company.

Except Mr. Mahendra Kumar Doogar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

ITEM NO. 7.

Mr. Ramesh Chandra Jain is B. Tech (Honors) in Mechanical Engineering (1968) from IIT Kharagpur and Masters in Industrial Management (1973) from Cranfield University, UK. He has worked for Eicher Group at various senior levels for 25 years including as Group Vice Chairman, Managing Director of Eicher Tractors, Managing Director of Ramon and Demm Limited. As Group Vice Chairman, he played a leading role in the Eicher Group's Portfolio Restructuring including start-up of Engineering Solution Business, acquisition of an Engineering Design company in USA, managing various businesses of the Group at the corporate level. Currently, he is serving on the board of Frick India Limited, Hi-Tech Gears Limited and other companies of repute.

Mr. Ramesh Chandra Jain is proposed to be appointed as an Independent Director for a term of two consecutive years upto 1st May, 2021.

In terms of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the above director is required to be appointed in the forthcoming Annual General Meeting as Independent Director(s) and shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Ramesh Chandra Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ramesh Chandra Jain as an Independent Director. Accordingly, the Board passed and recommend the resolution for his appointment as Independent Director in their meeting held on 2nd May, 2019 for the approval by the shareholders of the Company.

Except Mr. Ramesh Chandra Jain, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

ITEM NO. 8

Mr. Ramesh Chand Surana, aged 61 years, is a management postgraduate from BHU has in his credit more than 3 decades of rich experience in Finance, Marketing, Project Execution and Plant Management. He started his career with HEG Limited in 1976 as Management Trainee immediately after his MBA from BHU. He became President in 1997, CEO in 1999 and member of Board as ED since 2002. During his tenure and leadership, the company has set many milestones. Being a professional business doctor having vast experience, Mr. Ramesh Chand Surana proposed to be appointed as an Independent Director in our company and to help our company in policy making and decision making for path breaking success.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation has recommended re-appointment of Mr. Ramesh Chand as an Independent Director for second term of five consecutive years upto 31st March, 2023.

In terms of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the above director is required to be appointed in the forthcoming annual general meeting as Independent Director(s) and shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Ramesh Chand Surana fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Chand Surana as an Independent Director. Accordingly, the Board passed and recommended the resolution for his appointment as Independent Director in their meeting held on 24th January, 2019 for the approval by the shareholders of the Company.

Except Mr. Ramesh Chand Surana, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

ITEM NO. 9

Mrs. Nishal Jain, PGDHR from Institute of Management and Technology, Kolkata is a seasoned professional in the field of Human Resources Management. She has over 7 years of professional experience in areas like recruitment, manpower planning, compensation planning, appraisal, employee engagement and related HR activities. She is a women of commitment and instrumental in achieving congenial and motivating working environment in Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation has recommended reappointment of Mrs. Nishal Jain as an Independent Director for second term of five consecutive years upto 31st March, 2024.

In terms of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the above director is required to be appointed in the forthcoming Annual General Meeting as Independent Director(s) and shall not be liable to retire by rotation.

In the opinion of the Board, Mrs. Nishal Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Nishal Jain as an Independent Director. Accordingly, the Board passed and recommended the resolution for her appointment as Independent Director in their meeting held on 24th January, 2019 for the approval by the shareholders of the Company.

Except Mrs. Nishal Jain, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10

The members of the Company had approved the appointment and remuneration of Mr. Satish Kumar Agarwal as Whole-Time Director of the Company in Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020.

His appointment is required to be renewed for further 3 years with effect from 01.04.2020 upto 31.03.2023 as Whole-Time Director of the Company. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-Time Director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation. Therefore the appointment of Mr. Satish Kumar Agarwal as Whole-Time Director required to be made by passing special resolution in Annual General Meeting of the Company as he attained the age of 70 years as on 07.07.2019.

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Satish Kumar Agarwal which he has devoted to the Company, the Board of Directors of the Company in their Board Meeting held on 02.05.2019 has fixed the remuneration of Mr. Satish Kumar Agarwal to Rs.20,00,000/- (including perquisites of Rs.25,000/-) per month from 01.04.2020 to 31.03.2023 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Except Mr. Satish Kumar Agarwal, Mr. Sunil Kumar Agarwal, Mr. Saurabh Agarwal and Mr. Sachin Agarwal, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Item No.10 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statements are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD 2 ON GENERAL MEETING AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. General Information:

(a) Nature of Industry	Steel and Paints Industry
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.
(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable

(d) Financial performance based on given indicators	<p>The Company has achieved following sales turnover and net profit during the last five years:-</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2018-2019</td> <td>22.47 Crores</td> <td>1232 Crores</td> </tr> <tr> <td>2017-2018</td> <td>15.67 Crores</td> <td>1187 Crores</td> </tr> <tr> <td>2016-2017</td> <td>8.10 Crores</td> <td>868 Crores</td> </tr> <tr> <td>2015-2016</td> <td>8.14 Crores</td> <td>885 Crores</td> </tr> <tr> <td>2014-2015</td> <td>8.02 Crores</td> <td>1011 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2018-2019	22.47 Crores	1232 Crores	2017-2018	15.67 Crores	1187 Crores	2016-2017	8.10 Crores	868 Crores	2015-2016	8.14 Crores	885 Crores	2014-2015	8.02 Crores	1011 Crores
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2016-2017	8.10 Crores	868 Crores																	
2015-2016	8.14 Crores	885 Crores																	
2014-2015	8.02 Crores	1011 Crores																	
(e) Foreign Investment or collaborations, if any	N.A																		

2. Information about the appointee:

Name	Satish Kumar Agarwal
Age	70 Years
Qualification	B.E. (Mechanical)
Background Details (Profile)	Mr. Satish Kumar Agarwal, aged 70 years, is founder and Promoter Director of the Company. He holds a degree in B.E. (Mech.) (Gold Medalist) from Banaras Hindu University. He started his career in the year 1970 and has over 48 years of rich experience in various companies before incorporating Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited). He is the Managing Director of the Company since its incorporation and under his guidance the Company has grown manifold.
Experience	He has over 48 years of rich experience in Production, marketing, administration and had been overall in-charge of the various companies before incorporating Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) in the year 1994 to manufacture CTD / TMT Bars in Bhiwadi (Raj).
Date of First Appointment on the Board	12.09.1994
Shareholding in the Company	1281842 equity shares
Relationship with other directors, Key Managerial Personnel	Brother of Mr. Sunil Kumar Agarwal, Father of Mr. Saurabh Agarwal and Mr. Sachin Agarwal.
No. of Meeting of Board attended during the year 2018-19	6
Directorship held in other Companies in India	Kamdhenu Overseas Limited Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited
Directorship held in other listed Companies in India	Nil
Membership of Committee	Nil

Chairmanship of Committee	CSR Committee Management Committee Borrowing Committee Share Transfer Committee
Remuneration last drawn	Rs.12,50,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	To promote and oversee the highest standards of corporate governance within the Board and the Company, lead the Board and in particular discussions on all proposals put forward by the executive team, set an agenda for the Board which is focused on strategic matters, forward looking, evaluates the business opportunities, corporate image, maintain a proper process to ensure compliance with Board policy on matters reserved to the Board for consideration, ensure that Board members receive accurate, timely and clear information to enable them to monitor performance, make sound decisions and gives appropriate advice to promote the success of the Company.
Remuneration Proposed	Rs.20,00,000/- per month

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Satish Kumar Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, hence the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Satish Kumar Agarwal is one of the principal promoters of Kamdhenu Limited. He is related to Mr. Saurabh Agarwal, Mr. Sachin Agarwal & Mr. Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market.		
(b) Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
(c) Expected increase in productivity and profits in measurable terms	Financial Year	Sales/Crores/Rs.	PAT/Crores/Rs.
	2019-20	1250	28
	2020-21	1375	38
	2021-22	1500	50

4. Disclosures: The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
3. Service contracts, notice period, severance fees
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

ITEM NO.11

The members of the Company had approved the appointment and remuneration of Mr. Sunil Kumar Agarwal as Whole-Time Director of the Company in Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020.

His appointment is required to be renewed for further 3 years with effect from 01.04.2020 upto 31.03.2023.

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Sunil Kumar Agarwal which he has devoted to the Company, the Board of Directors of the Company in their Board Meeting held on 02.05.2019 has fixed the remuneration of Mr. Sunil Kumar Agarwal to Rs.20,00,000/- per month (including perquisites of Rs.25,000/-) from 01.04.2020 to 31.03.2023 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Except Mr. Sunil Kumar Agarwal, Mr. Satish Kumar Agarwal, Mr. Saurabh Agarwal and Mr. Sachin Agarwal, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Item No. 11 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statements are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD 2 ON GENERAL MEETING AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. General Information:

(a) Nature of Industry	Steel and Paints Industry
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.
(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable

(d) Financial performance based on given indicators	<p>The Company has achieved following sales turnover and net profit during the last five years:-</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2018-2019</td> <td>22.47 Crores</td> <td>1232 Crores</td> </tr> <tr> <td>2017-2018</td> <td>15.67 Crores</td> <td>1187 Crores</td> </tr> <tr> <td>2016-2017</td> <td>8.10 Crores</td> <td>868 Crores</td> </tr> <tr> <td>2015-2016</td> <td>8.14 Crores</td> <td>885 Crores</td> </tr> <tr> <td>2014-2015</td> <td>8.02 Crores</td> <td>1011 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2018-2019	22.47 Crores	1232 Crores	2017-2018	15.67 Crores	1187 Crores	2016-2017	8.10 Crores	868 Crores	2015-2016	8.14 Crores	885 Crores	2014-2015	8.02 Crores	1011 Crores
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2015-2016	8.14 Crores	885 Crores																	
2014-2015	8.02 Crores	1011 Crores																	
(e) Foreign Investment or collaborations, if any	N.A																		

2. Information about the appointee:

Name	Sunil Kumar Agarwal
Age	62 Years
Qualification	B.E(Cheical)
Background Details (Profile)	Mr. Sunil Kumar Agarwal, aged 62 years, is one of the promoters of Kamdhenu Limited Having done his B.E. (Chemical) from H.B.T.I, Kanpur, Mr. Sunil Kumar Agarwal started his career as an entrepreneur and has gained rich experience in the production and commerce involving steel industry for over 31 years. He is heading the marketing department of the Company and he, visualizing the company's growth through franchisee arrangement, has been strategizing the franchisee alliance with the competent companies in the regional steel market. With his keen understanding of the market dynamics, he has been charting the growth of the Company in other business verticals across the country, to join "Kamdhenu" and gaining better market foothold in the construction industry.
Experience	Mr. Sunil Kumar Agarwal started his career as an entrepreneur and has gained rich experience in the production and commerce involving steel industry for over 34 years. He is heading the marketing department of the Company and he, visualizing the company's growth through franchisee arrangement, has been strategizing the franchisee alliance with the competent companies in the regional steel market
Date of First Appointment in Board	01.01.2003
Shareholding in the Company	1545292 equity shares
Relationship with other directors, Key Managerial Personnel	Brother of Mr. Satish Kumar Agarwal
No. of Meeting of Board attended during the year 2018-19	6
Directorship held in Other Companies in India	Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited Kamdhenu Paints India Limited Kay2 Steel Limited Kamdhenu Ispatlimited
Directorship held in listed Companies in India	NIL
Membership of Committee	Audit Committee CSR Committee Management Committee Borrowing Committee Share Transfer Committee Allotment Committee
Chairmanship of Committee	No
Remuneration last drawn	Rs.12,25,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.

Job Profile and his suitability	The job of the Whole Time Director shall be to carry out functions of planning, promoting, organizing, directing and coordinating the franchisee business of the company. His functions shall be to explore the opportunities of identifying potential units to be associated with the Company under franchisee arrangement, implement the strategies of the Company to enhance the performance in franchisee business, protect and promote the brand of the Company in the market and overall business development of the Company.
Remuneration Proposed	Rs.20,00,000/- per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Sunil Kumar Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Sunil Kumar Agarwal is one of the promoters of Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited). He is related to Mr. Satish Kumar Agarwal, Managing Director of the Company, Mr. Saurabh Agarwal & Mr. Sachin Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market.		
(b) Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
(c) Expected increase in productivity and profits in measurable terms.	Financial Year	Sales/Crores/Rs.	PAT/Crores/Rs.
	2019-20	1250	28
	2020-21	1375	38
	2021-22	1500	50

4. Disclosures: The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
3. Service contracts, notice period, severance fees
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

ITEM NO.12

The members of the Company had approved the appointment and remuneration of Mr. Saurabh Agarwal as Whole Time Director of the Company in Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020.

His appointment is required to be renewed for further 3 years with effect from 01.04.2020 upto 31.03.2023.

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Saurabh Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 02.05.2019 has fixed the remuneration of Mr. Saurabh Agarwal to Rs.20,00,000/- per month (including perquisites of Rs.25,000/-) from 01.04.2020 to 31.03.2023 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Except Mr. Saurabh Agarwal, Mr. Satish Kumar Agarwal, Mr. Sachin Agarwal and Mr. Sunil Kumar Agarwal, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Item No. 12 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statements are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD 2 ON GENERAL MEETING AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. General Information:

(a) Nature of Industry	Steel and Paint Industry
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.

(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable																		
(d) Financial performance based on given indicators	<p>The Company has achieved following sales turnover and net profit during the last five years:-</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2018-2019</td> <td>22.47 Crores</td> <td>1232 Crores</td> </tr> <tr> <td>2017-2018</td> <td>15.67 Crores</td> <td>1187 Crores</td> </tr> <tr> <td>2016-2017</td> <td>8.10 Crores</td> <td>868 Crores</td> </tr> <tr> <td>2015-2016</td> <td>8.14 Crores</td> <td>885 Crores</td> </tr> <tr> <td>2014-2015</td> <td>8.02 Crores</td> <td>1011 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2018-2019	22.47 Crores	1232 Crores	2017-2018	15.67 Crores	1187 Crores	2016-2017	8.10 Crores	868 Crores	2015-2016	8.14 Crores	885 Crores	2014-2015	8.02 Crores	1011 Crores
Financial Year	Net Profit	Sales Turnover																	
2018-2019	22.47 Crores	1232 Crores																	
2017-2018	15.67 Crores	1187 Crores																	
2016-2017	8.10 Crores	868 Crores																	
2015-2016	8.14 Crores	885 Crores																	
2014-2015	8.02 Crores	1011 Crores																	
(e) Foreign Investment or collaborations, if any	N.A.																		

2. Information about the appointee:

Name	Saurabh Agarwal
Age	44 Years
Qualification	B.E. (Mechanical)
Background Details (Profile)	Mr. Saurabh Agarwal, aged 41 years, holds B.E. (Mechanical) degree from R.V. College of Engineering, Bangalore. He has been associated with Kamdhenu Limited since 1998 in different capacities and went on to become whole time director of the Company in 2003. He was instrumental in Company's backward integration through installation of induction furnace at the Company's plant. Due to his consistent efforts, today the company is discovering and using new process, designs and enabling technology to design products and services as per consumer's needs. Now he is also heading the paint division of the company.
Experience	He has been associated with Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) since 1998 in different capacities and went on to become whole time director of the Company in 2003. He is having total experience of 20 years.
Date of First Appointment in Board	01.01.2003
Shareholding in the Company	826500 equity shares
Relationship with other directors, Key Managerial Personnel	Son of Mr. Satish Kumar Agarwal, Brother of Mr. Sachin Agarwal
No. of Meeting of Board attended during the year 2015-16	5
Directorship held in Other Companies in India	Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited Kamdhenu Overseas Limited Kamdhenu Paints India Limited Kamdhenu Ispatlimited
Directorship held in listed Companies in India	Nil
Membership of Committee	Stakeholders Relationship Committee Management Committee Borrowing Committee Share Transfer Committee Allotment Committee
Chairmanship of Committee	No
Remuneration last drawn	Rs.12,00,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.

Job Profile and his suitability	The job of the Whole Time Director shall be to carry out functions of planning, promoting organizing, directing and coordinating Paints business of the Company. More specifically to identify and explore the market for paints products in the Country, positioning the paints products of the Company in the market, penetrate the unexplored areas of the market, popularize the brand of the Company, implement proper system in the Company, all round enhancement of the performance of the Company in paint segment to make the Company a prominent player in the market.
Remuneration Proposed	Rs.20,00,000/- per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Saurabh Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Saurabh Agarwal is one of the promoters of Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited). He is related to Mr. Satish Kumar Agarwal, Managing Director of the Company, Mr. Sachin Agarwal & Mr. Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market.												
(b) Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.												
(c) Expected increase in productivity and profits in measurable terms	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Sales/Crores/Rs.</th> <th>PAT/Crores/Rs.</th> </tr> </thead> <tbody> <tr> <td>2019-20</td> <td>1250</td> <td>28</td> </tr> <tr> <td>2020-21</td> <td>1375</td> <td>38</td> </tr> <tr> <td>2021-22</td> <td>1500</td> <td>50</td> </tr> </tbody> </table>	Financial Year	Sales/Crores/Rs.	PAT/Crores/Rs.	2019-20	1250	28	2020-21	1375	38	2021-22	1500	50
Financial Year	Sales/Crores/Rs.	PAT/Crores/Rs.											
2019-20	1250	28											
2020-21	1375	38											
2021-22	1500	50											

4. Disclosures: The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
3. Service contracts, notice period, severance fees
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

ITEM NO.13

The members of the Company had approved the appointment and remuneration of Mr. Sachin Agarwal as Whole-Time Director of the Company in Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020.

His appointment is required to be renewed for further 3 years with effect from 01.04.2020 upto 31.03.2023.

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Sachin Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 02.05.2019 has fixed the remuneration of Mr. Sachin Agarwal to Rs.20,00,000/- per month (including perquisites of Rs.25,000/-) from 01.04.2020 to 31.03.2023 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Except Mr. Sachin Agarwal, Mr. Satish Kumar Agarwal, Mr. Sunil Kumar Agarwal and Mr. Saurabh Agarwal, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Item No.13 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statements are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT 2013, SECRETARIAL STANDARD 2 ON GENERAL MEETING AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. General Information:

(a) Nature of Industry	Steel and Paints Industry
------------------------	---------------------------

(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.																		
(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable																		
(d) Financial performance based on given indicators	<p>The Company has achieved following sales turnover and net profit during the last five years:-</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2018-2019</td> <td>22.47 Crores</td> <td>1232 Crores</td> </tr> <tr> <td>2017-2018</td> <td>15.67 Crores</td> <td>1187 Crores</td> </tr> <tr> <td>2016-2017</td> <td>8.10 Crores</td> <td>868 Crores</td> </tr> <tr> <td>2015-2016</td> <td>8.14 Crores</td> <td>885 Crores</td> </tr> <tr> <td>2014-2015</td> <td>8.02 Crores</td> <td>1011 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2018-2019	22.47 Crores	1232 Crores	2017-2018	15.67 Crores	1187 Crores	2016-2017	8.10 Crores	868 Crores	2015-2016	8.14 Crores	885 Crores	2014-2015	8.02 Crores	1011 Crores
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2015-2016	8.14 Crores	885 Crores																	
2014-2015	8.02 Crores	1011 Crores																	
(e) Foreign Investment or collaborations, if any	N.A.																		

2. Information about the appointee:

Name	Sachin Agarwal
Age	41 Years
Qualification	BE (Industrial Engineering), MBA
Background Details (Profile)	Mr. Sachin Agarwal, aged 41 years, is a qualified engineer in Industrial Engineering & Management and also done Master in Business Administration (MBA) from United Kingdom. He started his career in the year 2002 with Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) and became whole time director of the Company in 2007. He has over 13 years of experience in marketing, quality control.
Experience	He started his career in the year 2002 with Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) and became whole time director of the Company in 2007. He has over 13 years of experience in marketing, quality control.
Date of First Appointment in Board	14.04.2007
Shareholding in the Company	923719 equity shares
Relationship with other directors, Key Managerial Personnel	Son of Mr. Satish Kumar Agarwal, Brother of Mr. Saurabh Agarwal
No. of Meeting of Board attended during the year 2015-16	6
Directorship in other Companies in India	Kamdhenu Overseas Limited Kamdhenu Concast Limited Kamdhenu Paints India Limited Kamdhenu Ispatlimited
Directorship in listed Companies in India	NIL
Membership of Committee	No
Chairmanship of Committee	No
Past Remuneration	Rs.12,00,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	The job of the Whole Time Director shall be to carry out functions of planning, promoting, organizing, directing and coordinating steel business of the Company. His function shall be to upgrade the manufacturing process of the Company, implement the technical innovation, maintain and improve the quality, improve market positioning, extension of the marketing network, managing marketing team, implement the strategies of the Company to enhance and maintain performance of the company in steel sector.
Remuneration Proposed	Rs.20,00,000/- per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Sachin Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Sachin Agarwal is one of the promoters of Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited). He is related to Mr. Satish Kumar Agarwal, Chairman & Managing Director of the Company, Mr. Saurabh Agarwal & Mr. Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.		
(b) Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
(c) Expected increase in productivity and profits in measurable terms	Financial Year	Sales/Crores/Rs.	PAT/Crores/Rs.
	2019-20	1250	28
	2020-21	1375	38
	2021-22	1500	50

4. Disclosures: The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
3. Service contracts, notice period, severance fees
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Item No. 6 to 9:

Information pursuant to the Regulation 36(3) of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 including Secretarial Standard-2 in respect of Appointment / Re-Appointment of Directors

Agenda Item No.	6	7
Name of Directors	Mahendra Kumar Doogar	Ramesh Chandra Jain
Category	Independent Director	Independent Director
DIN	00319034	00038529
Date of Birth and Age	01.07.1951	22.12.1946
Qualification	FCA	B. Tech., MIM
Brief profile including expertise	Mr. M.K. Doogar, a Chartered Accountant and Senior Partner of Doogar & Associates, has more than 40 years of professional experience in the field of capital market and merchant banking. Doogar & Associates has achieved the 1st rank on All-India basis among the merchant bankers in the year 2006 and 2nd rank in 2007 in respect of the number of takeover matters handled.	Mr. Ramesh Chand Surana, a management postgraduate from BHU has to his credit more than 35 year of rich and extensive experience in Finance, Marketing, Project Execution and plant management. He started his career with HEG Limited in 1976 as Management Trainee immediately after his MBA from BHU. He became President in 1997.
First appointment on the Board	22.09.2006	02.05.2019
Terms and Conditions of Appointment/ re-appointment	as per the letter of Appointment	as per the letter of Appointment
Remuneration Details (including : a) Terms of remuneration; b) Remuneration sought to be paid; and c) Remuneration last drawn by such person, if applicable	Sitting fee as decided by the board to attend meeting of Board of directors and committee meetings	Sitting fee as decided by the board to attend meeting of Board of directors and committee meetings
No. of shares held in the Company as at March 31, 2017	Nil	Nil
Relationship with other Directors/ Manager/ Key Managerial Personnel	Not related to other directors	Not related to other directors
No. of Board meetings attended out of 6 meetings held during the year	6	N.A
Directorships held in other Companies in India	8	6
Directorships held in other Listed Companies in India	4	2
Membership/Chairmanship of committees in other Companies	5	1

Agenda Item No.	8	9
Name of Directors	Ramesh Chand Surana	Nishal Jain
Category	Independent Director	Independent Director
DIN	0089854	06934656
Date of Birth and Age	19.07.1953	06.09.1984
Qualification	MBA	PGDHR
Brief profile including expertise	Mr. Ramesh Chand Surana, a management postgraduate from BHU has to his credit more than 35 year of rich and extensive experience in Finance, Marketing, Project Execution and plant management. He started his career with HEG Limited in 1976 as Management Trainee immediately after his MBA from BHU.	Mrs. Nishal Jain, PGDHR from Institute of Management and Technology, Kolkata is a seasoned professional in the field of Human Resources Management. She has over 12 years of professional experience in areas like recruitment, manpower planning, compensation planning, appraisal, employee engagement and related HR activities.
First appointment on the Board	30.05.2012	31.07.2014
Terms and Conditions of Appointment/ re-appointment	as per the letter of Appointment	as per the letter of Appointment
Remuneration Details (including : d) Terms of remuneration; e) Remuneration sought to be paid; and f) Remuneration last drawn by such person, if applicable	Sitting fee as decided by the board to attend meeting of Board of directors and committee meetings	Sitting fee as decided by the board to attend meeting of Board of directors and committee meetings
No. of shares held in the Company as at March 31, 2017	NIL	NIL
Relationship with other Directors/ Manager/ Key Managerial Personnel	Not related to other directors	Not related to other directors
No. of Board meetings attended out of 6 meetings held during the year	4	6
Directorships held in other Companies in India	5	0
Directorships held in other Listed Companies in India	0	1
Membership/Chairmanship of committees in other Companies	0	0

BY ORDER OF THE BOARD OF DIRECTORS

Date: 2nd May, 2019

Place: Gurgaon

(Jogeswar Mohanty)
Company Secretary
M.No.ACS23247



KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037
Phone: 011-26784596, Fax: 0124-4218524, Email: kamdhenu@kamdhenulimited.com | Website: www.kamdhenulimited.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L27101DL1994PLC134282
Name of the company	Kamdhenu Limited
Registered office	L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037

Name of the Member	
Registered address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member (s) of Kamdhenu Limited holding equity shares, hereby appoint:

1. Name	
Address	
E-mail Id	
Signature	

or failing him

2. Name	
Address	
E-mail Id	
Signature	

or failing him

3. Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 10.00 AM IST at Hotel Pride Plaza, Aerocity, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

Ordinary Resolution No.:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re.1/- per Equity Share (i.e. @ 10%) having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2019.
3. To appoint Mr. Saurabh Agarwal (DIN:00005970) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Mr. Sachin Agarwal (DIN:01188710) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 5. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020.

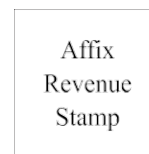
Special Resolution No.:

- 6. To appoint Mr. Mahendra Kumar Doogar as an Independent Director.
- 7. To appoint Mr. Ramesh Chandra Jain as an Independent Director.
- 8. To appoint Mr. Ramesh Chand Surana as an Independent Director.
- 9. To appoint Mrs. Nishal Jain as an Independent Director.
- 10. To Re-appoint Mr. Satish Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023.
- 11. To Re-appoint Mr. Sunil Kumar Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023.
- 12. To Re-appoint Mr. Saurabh Agarwal as Whole-Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023.
- 13. To Re-appoint Mr. Sachin Agarwal as Whole Time Director of the Company and approval of remuneration payable to him with effect from 1st April, 2020 upto 31st March, 2023.

Signed this..... day of..... 2019

Signature of shareholder:

Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037 Phone: 011-26784596, Fax: 0124-4218524, Email: kamdhenu@kamdhenulimited.com
Website: www.kamdhenulimited.com

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF ANNUAL GENERAL MEETING VENUE AT HOTEL PRIDE PLAZA, AEROCITY, NEW DELHI-110037.

Name & Address of the Shareholder

.....
.....
.....
.....

SEQUENCE NO. :
FOLIO NO. :
DP ID :
CLIENT ID :

I hereby record my presence at the ANNUAL GENERAL MEETING being held at HOTEL PRIDE PLAZA, AEROCITY, NEW DELHI-110037 on Monday, the 30th day of September, 2019 at 10:00 AM.

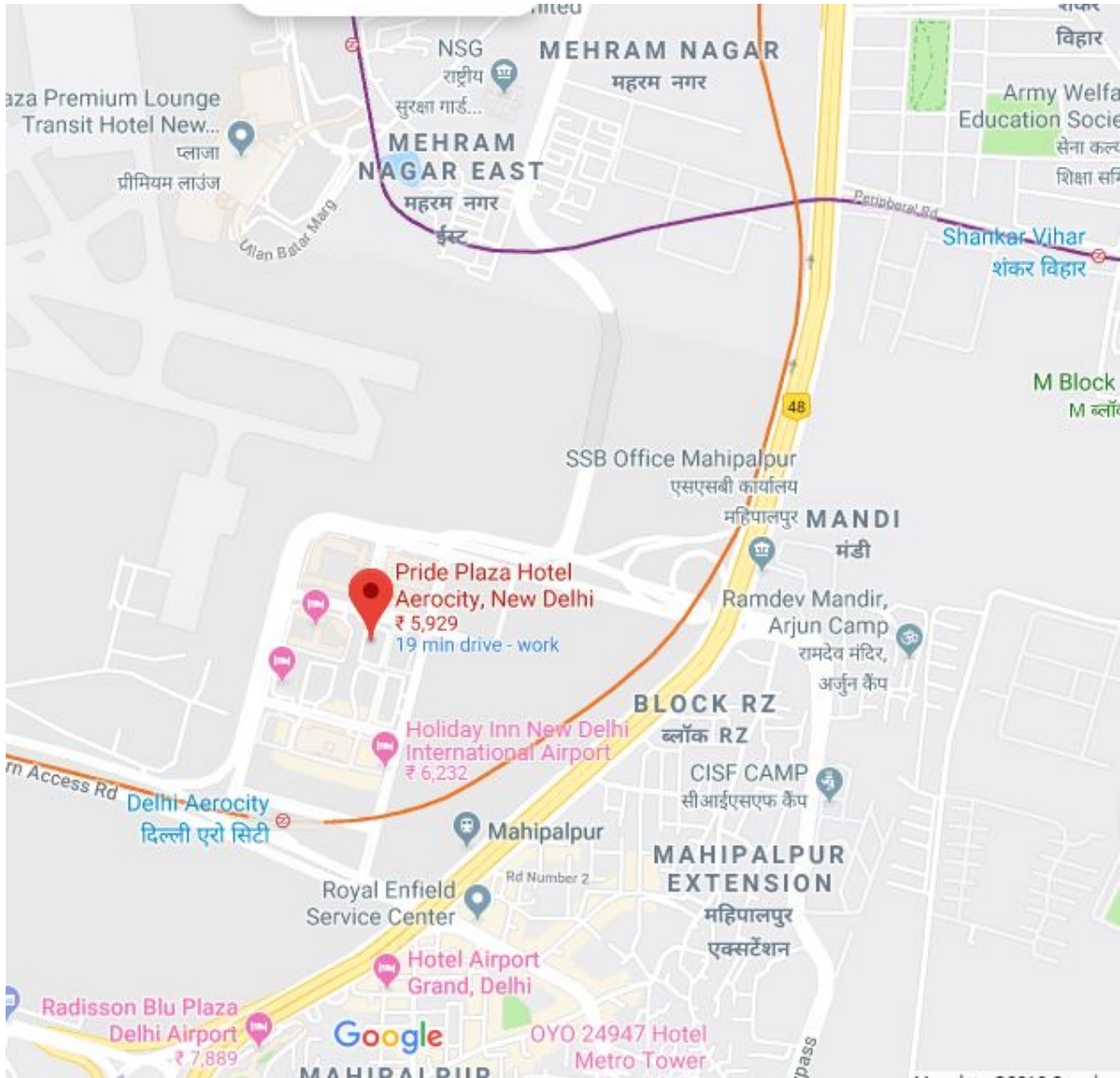
Signature of Member or Proxy

.....

No. of Shares held

.....

AGM VENUE ROUTE MAP



Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company: Kamdhenu Limited

Registered Address of the Company: L-311, Khasra No. 724, Street No. 7, Mahipalpur Extention, New Delhi - 110037

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.
Equity Shares				

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No. : .
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) email Id. & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s):

Name and Address of Witness

Signature:

