



**KAMDHENU LIMITED**  
(FORMERLY KNOWN AS KAMDHENU ISPAT LIMITED)

CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037  
Phone: 011-65493417, Fax: 0124-4218524, Email: kamdhenu@kamdhenulimited.com | Website: www.kamdhenulimited.com

**NOTICE**

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) will be held on Tuesday, 27th day of September, 2016 at 10.00 AM at Khasra No - 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038 to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs.0.70/- per Equity Shares having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s S. Singhal & Co., Chartered Accountants, having Firm Registration No. 001526C, with The Institute of Chartered Accountants of India, the retiring auditors, to hold office as auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors on the recommendation of Audit Committee.

**SPECIAL BUSINESS**

5. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017 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, if any 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 service tax 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 ending March 31, 2017, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **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, 2017 upto 31st March, 2020 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 recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) 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, 2017 upto 31st March, 2020 on the monthly remuneration of Rs. 8,25,000/- comprising salary Rs. 8,00,000/- & perquisites of Rs. 25,000/-.

RESOLVED FURTHER THAT appointment of Mr. Satish Kumar Agarwal shall remain valid as Whole Time Director of the Company even in case he attains the age of seventy years during his tenure with effect from 1st April, 2017 upto 31st March, 2020.

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.”

7. **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, 2017 upto 31st March, 2020 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 recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) 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, 2017 upto 31st March, 2020 on the monthly remuneration of Rs. 8,00,000/- comprising salary Rs. 7,75,000/- & perquisites of Rs. 25,000/-.

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.”

**8. 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, 2017 upto 31st March, 2020 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 recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) 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, 2017 upto 31st March, 2020 on the monthly remuneration of Rs. 7,75,000/- comprising salary Rs. 7,50,000/- & perquisites of Rs. 25,000/-.

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”.

**9. 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, 2017 upto 31st March, 2020 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 recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) 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, 2017 upto 31st March, 2020 on the monthly remuneration of Rs. 7,75,000/- comprising salary Rs. 7,50,000/- & perquisites of Rs. 25,000/-.

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**

Sd/-

(Jogeswar Mohanty)  
Company Secretary

M.No.ACS23247

Date: 27th May, 2016

Place: New Delhi

**NOTES:**

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT 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 PERSON OR SHAREHOLDER.
4. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
5. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) are enclosed with the Notice of Annual General Meeting.
6. Corporate Members intending to send their authorized representatives under Section 113 of the Act, are requested to send a duly certified copy of the 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 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.
9. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 21st September, 2016 to 27th September, 2016 both days inclusive.
10. 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 20th September, 2016 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 20th September, 2016.
11. Under the Companies Act, 1956 (and/or Companies Act, 2013), dividends that are unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of section 205C (Section 125) of the Companies Act, 1956 (and/or Companies Act, 2013) and Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the unpaid/unclaimed dividend amount for the financial year 2007-08 due to be transferred to Investor Education and Protection Fund (IEPF) during the financial year 2015-16 has been transferred to IEPF.
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 Computershare 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 Computershare Private Limited at the above mentioned address, changes, if any, in their registered addresses/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/ bank mandates at an early date, in case of shares held in electronic/dematerialised form;
  - c. Quote their folio numbers/Client ID and DP ID in all correspondence;
  - d. Consolidate their holdings into 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 22nd Annual General Meeting (AGM) and the Annual Report for the year 2015-16, 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 2015-16 and the Notice of the 22nd 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 dematerialised form) or with Karvy Computershare Private Limited (in case of Shares held in physical form).
16. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for financial year 2015-16 will also be available on the Company's website at [www.kamdhenulimited.com/investorzone](http://www.kamdhenulimited.com/investorzone) and also on the website of the RTA, M/s Karvy Computershare Private Limited at [www.karvycomputershare.com](http://www.karvycomputershare.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](mailto:kamdhenu@kamdhenulimited.com).
17. 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. Appointment of Director and Shareholding in the Company:

Mr. Sunil Kumar Agarwal holds 1295292 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.
19. 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.
20. 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.
21. 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.
22. 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 Computershare 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 Dr. S. Chandrasekaran, failing him Mr. Rupesh Agarwal, Practicing Company Secretary 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 20th September, 2016 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 order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot paper is annexed. A member desiring to exercise vote by ballot paper shall complete the enclosed ballot paper with assent (for) or dissent (against) and send it to Registered office of the Company so as to reach us on or before 26th September, 2016 by 5.00 P.M. any ballot paper received after the said date and time shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa. However, 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.

22.1 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 [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."

22.2 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.

22.3 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.

22.4 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 Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto: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.

22.5 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. 20th September, 2016.

22.6 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. 20th September, 2016 only shall be entitled to avail the facility of e-voting / physical voting.

22.7 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. 20th September, 2016 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 1-800-3454-001.
- d. Member may send an e-mail request to [evoting@karvy.com](mailto: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.

22.8 The remote e-voting period commences on September 24, 2016 (9.00 am IST) and ends on September 26, 2016 (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. 20th September, 2016, 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 thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company.

Mr. Satish Kumar Agarwal, Chairman cum Managing director, or any other director authorized by him, shall declare the result of the voting forthwith.

23. 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.
24. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company ([www.kamdhenulimited.com](http://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**

Sd/-

(Jogeswar Mohanty)  
Company Secretary

M.No.ACS23247

Date: 27th May, 2016

Place: Gurgaon

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

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

##### **ITEM NO. 5.**

The Board, 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 March 31, 2017 for an audit fees of Rs.50,000/- (Rupees fifty thousand only) plus service tax, and 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 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 March 31, 2017.

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.

The Board passed and recommended the resolution as Item No. 5 in their meeting held on 27th May, 2016 for approval by the shareholders as an Ordinary Resolution.

##### **ITEM NO. 6.**

The members of the Company had approved the appointment and remuneration of Mr. Satish Kumar Agarwal as Managing Director of the Company through postal ballot process for 3 years from 01.04.2014 to 31.03.2017 and the result of the postal ballot process was declared on 26.03.2014. The remuneration payable to Mr. Satish Kumar Agarwal was further revised by members of the Company through postal ballot dated 22.01.2016 for the period from 01.10.2015 to 31.03.2017 as per following details.

| Sr. No. | Term of Appointment      | Salary & Perquisites From<br>01.04.2014 to 30.09.2015             | Salary & Perquisites From<br>01.10.2015 to 31.03.2017             |
|---------|--------------------------|---|---|
| 1.      | 01.04.2014 to 31.03.2017 | Rs.3,50,000/- per month<br>(including Perquisites of Rs.25,000/-) | Rs.6,00,000/- per month (including<br>Perquisites of Rs.25,000/-) |

His appointment is required to be renewed for further 3 years with effect from 01.04.2017 upto 31.03.2020 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 general meeting of the Company as he will attain the age of 70 on 07.07.2019 which is during his proposed tenure from 01.04.2017 upto 31.03.2020.

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 27.05.2016 has fixed the remuneration of Mr. Satish Kumar Agarwal to Rs.8,25,000/- (including perquisites of Rs.25,000/-) per month from 01.04.2017 to 31.03.2020 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.6 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, Paint and Power 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  | The Company has achieved following sales turnover and net profit during the last five years:-<br><table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2015-2016</td> <td>Rs. 8.14 Crores</td> <td>Rs. 885.38 Crores</td> </tr> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> </tbody> </table> | Financial Year     | Net Profit | Sales Turnover | 2015-2016 | Rs. 8.14 Crores | Rs. 885.38 Crores | 2014-2015 | Rs. 8.02 Crores | Rs. 1011.08 Crores | 2013-2014 | Rs. 5.95 Crores | Rs. 965.48 Crores | 2012-2013 | Rs. 4.81 Crores | Rs. 591.84 Crores | 2011-2012 | Rs. 4.03 Crores | Rs. 518.70 Crores |
| Financial Year   | Net Profit   | Sales Turnover     |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2015-2016  | Rs. 8.14 Crores  | Rs. 885.38 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2014-2015  | Rs. 8.02 Crores  | Rs. 1011.08 Crores |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2013-2014  | Rs. 5.95 Crores  | Rs. 965.48 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2012-2013  | Rs. 4.81 Crores  | Rs. 591.84 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2011-2012  | Rs. 4.03 Crores  | Rs. 518.70 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| (e) Foreign Investment or collaborations, if any   | N.A  |                    |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |

2. Information about the appointee:

|   |  |
|---|--|
| Name  | Satish Kumar Agarwal   |
| Age   | 67 Years   |
| Qualification   | B.E. (Mechanical)  |
| Background Details  | Mr. Satish Kumar Agarwal, aged 67 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 45 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 45 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 in 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 2015-16    | 4  |
| Directorship  | Kamdhenu Overseas Limited<br>Kamdhenu Paint Industries Limited<br>Kamdhenu Concast Limited<br>Kamdhenu Infradevelopers Limited   |
| Membership of Committee                                     | No   |

|  |   |
|--|---|
| Chairmanship of Committee  | CSR Committee<br>Management Committee<br>Borrowing Committee<br>Share Transfer Committee  |
| Past Remuneration  | Rs.6,00,000/- 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  | 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 focussed 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.8,25,000/- 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 (Formerly known as Kamdhenu Ispat 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, 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 | <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Sales/Crores/Rs.</th> <th>PAT/Crores/Rs.</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>1017</td> <td>10</td> </tr> <tr> <td>2017-18</td> <td>1227</td> <td>14</td> </tr> <tr> <td>2018-19</td> <td>1467</td> <td>18</td> </tr> </tbody> </table> | Financial Year | Sales/Crores/Rs. | PAT/Crores/Rs. | 2016-17 | 1017 | 10 | 2017-18 | 1227 | 14 | 2018-19 | 1467 | 18 |
| Financial Year  | Sales/Crores/Rs.   | PAT/Crores/Rs. |                  |                |         |      |    |         |      |    |         |      |    |
| 2016-17   | 1017   | 10             |                  |                |         |      |    |         |      |    |         |      |    |
| 2017-18   | 1227   | 14             |                  |                |         |      |    |         |      |    |         |      |    |
| 2018-19   | 1467   | 18             |                  |                |         |      |    |         |      |    |         |      |    |

### 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.7

The members of the Company had approved the appointment and remuneration of Mr. Sunil Kumar Agarwal as Whole Time Director of the Company through postal ballot process for 3 years from 01.04.2014 to 31.03.2017 and the result of the postal ballot process was declared on 26.03.2014. The remuneration payable to Mr. Sunil Kumar Agarwal was further revised by members of the Company through postal ballot dated 22.01.2016 for the period from 01.10.2015 to 31.03.2017 as per following details.

| Sr. No. | Term of Appointment      | Salary & Perquisites From 01.04.2014 to 30.09.2015             | Salary & Perquisites From 01.10.2015 to 31.03.2017             |
|---------|--------------------------|--|--|
| 1.      | 01.04.2014 to 31.03.2017 | Rs.3,45,000/- per month (including Perquisites of Rs.25,000/-) | Rs.5,85,000/- per month (including Perquisites of Rs.25,000/-) |

His appointment is required to be renewed for further 3 years with effect from 01.04.2017 upto 31.03.2020. 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 27.05.2016 has fixed the remuneration of Mr. Sunil Kumar Agarwal to Rs.8,00,000/- per month (including perquisites of Rs.25,000/-) from 01.04.2017 to 31.03.2020 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. 7 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, Paint and Power 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  | The Company has achieved sales turnover and net profit during the last five years which are as follows:-<br><table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2015-2016</td> <td>Rs. 8.14 Crores</td> <td>Rs. 885.38 Crores</td> </tr> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> </tbody> </table> | Financial Year     | Net Profit | Sales Turnover | 2015-2016 | Rs. 8.14 Crores | Rs. 885.38 Crores | 2014-2015 | Rs. 8.02 Crores | Rs. 1011.08 Crores | 2013-2014 | Rs. 5.95 Crores | Rs. 965.48 Crores | 2012-2013 | Rs. 4.81 Crores | Rs. 591.84 Crores | 2011-2012 | Rs. 4.03 Crores | Rs. 518.70 Crores |
| Financial Year   | Net Profit  | Sales Turnover     |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2015-2016  | Rs. 8.14 Crores   | Rs. 885.38 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2014-2015  | Rs. 8.02 Crores   | Rs. 1011.08 Crores |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2013-2014  | Rs. 5.95 Crores   | Rs. 965.48 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2012-2013  | Rs. 4.81 Crores   | Rs. 591.84 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2011-2012  | Rs. 4.03 Crores   | Rs. 518.70 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| (e) Foreign Investment or collaborations, if any   | N.A   |                    |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |

2. Information about the appointee:

|   |  |
|---|--|
| Name  | Sunil Kumar Agarwal  |
| Age   | 59 Years   |
| Qualification   | B.E.(Chemical)   |
| Background Details  | Mr. Sunil Kumar Agarwal, aged 59 years, is one of the promoters of Kamdhenu Limited (Formerly known as Kamdhenu Ispat 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 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   |
| Date of First Appointment in Board                          | 01.01.2003   |
| Shareholding in the Company                                 | 1295292 equity shares  |
| Relationship with other directors, Key Managerial Personnel | Brother of Mr. Satish Kumar Agarwal  |
| No. of Meeting of Board attended during the year 2015-16    | 3  |
| Directorship  | Kamdhenu Paint Industries Limited<br>Kamdhenu Concast Limited<br>Kamdhenu Infradevelopers Limited<br>Kamdhenu Paints India Limited<br>Kay2 Steel Limited<br>Stelex Coating Limited<br>Kamdhenu Ispatlimited  |



|  |   |
|--|---|
| Membership of Committee  | Audit Committee<br>CSR Committee<br>Management Committee<br>Borrowing Committee<br>Share Transfer Committee<br>Allotment Committee  |
| Chairmanship of Committee  | No  |
| Past Remuneration  | Rs.5,85,000/- 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.8,00,000/- 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, 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 | <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Sales/Crores/Rs.</th> <th>PAT/Crores/Rs.</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>1017</td> <td>10</td> </tr> <tr> <td>2017-18</td> <td>1227</td> <td>14</td> </tr> <tr> <td>2018-19</td> <td>1467</td> <td>18</td> </tr> </tbody> </table> | Financial Year | Sales/Crores/Rs. | PAT/Crores/Rs. | 2016-17 | 1017 | 10 | 2017-18 | 1227 | 14 | 2018-19 | 1467 | 18 |
| Financial Year  | Sales/Crores/Rs.   | PAT/Crores/Rs. |                  |                |         |      |    |         |      |    |         |      |    |
| 2016-17   | 1017   | 10             |                  |                |         |      |    |         |      |    |         |      |    |
| 2017-18   | 1227   | 14             |                  |                |         |      |    |         |      |    |         |      |    |
| 2018-19   | 1467   | 18             |                  |                |         |      |    |         |      |    |         |      |    |

### 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.8

The members of the Company had approved the appointment and remuneration of Mr. Saurabh Agarwal as Whole Time Director of the Company through postal ballot process for 3 years from 01.04.2014 to 31.03.2017 and the result of the postal ballot process was declared on 26.03.2014. The remuneration payable to Mr. Saurabh Agarwal was further revised by members of the Company through postal ballot dated 22.01.2016 for the period from 01.10.2015 to 31.03.2017 as per following details.

| Sr. No. | Term of Appointment      | Salary & Perquisites From 01.04.2014 to 30.09.2015             | Salary & Perquisites From 01.10.2015 to 31.03.2017             |
|---------|--------------------------|--|--|
| 1.      | 01.04.2014 to 31.03.2017 | Rs.3,25,000/- per month (including Perquisites of Rs.25,000/-) | Rs.5,50,000/- per month (including Perquisites of Rs.25,000/-) |

His appointment is required to be renewed for further 3 years with effect from 01.04.2017 upto 31.03.2020. 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 27.05.2016 has fixed the remuneration of Mr. Saurabh Agarwal to Rs.7,75,000/- per month (including perquisites of Rs.25,000/-) from 01.04.2017 to 31.03.2020 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 Resolution No. 8 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, Paint and Power 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  | The Company has achieved sales turnover and net profit during the last five years which are as follows:-<br><table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2015-2016</td> <td>Rs. 8.14 Crores</td> <td>Rs. 885.38 Crores</td> </tr> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2010-2011</td> <td>Rs. 2.84 Crores</td> <td>Rs. 412.52 Crores</td> </tr> </tbody> </table> | Financial Year     | Net Profit | Sales Turnover | 2015-2016 | Rs. 8.14 Crores | Rs. 885.38 Crores | 2014-2015 | Rs. 8.02 Crores | Rs. 1011.08 Crores | 2013-2014 | Rs. 5.95 Crores | Rs. 965.48 Crores | 2012-2013 | Rs. 4.81 Crores | Rs. 591.84 Crores | 2010-2011 | Rs. 2.84 Crores | Rs. 412.52 Crores |
| Financial Year   | Net Profit  | Sales Turnover     |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2015-2016  | Rs. 8.14 Crores   | Rs. 885.38 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2014-2015  | Rs. 8.02 Crores   | Rs. 1011.08 Crores |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2013-2014  | Rs. 5.95 Crores   | Rs. 965.48 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2012-2013  | Rs. 4.81 Crores   | Rs. 591.84 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2010-2011  | Rs. 2.84 Crores   | Rs. 412.52 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| (e) Foreign Investment or collaborations, if any   | N.A.  |                    |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |

2. Information about the appointee:

|   |  |
|---|--|
| Name  | Saurabh Agarwal  |
| Age   | 41 Years   |
| Qualification   | B.E. (Mechanical)  |
| Background Details  | 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 (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 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 17 years.  |
| Date of First Appointment in Board                          | 01.01.2003   |
| Shareholding in the Company                                 | 576500 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    | 4  |
| Directorship  | Kamdhenu Paint Industries Limited<br>Kamdhenu Concast Limited<br>Kamdhenu Infradevelopers Limited<br>Kamdhenu Overseas Limited<br>Kamdhenu Paints India Limited<br>Stellex Coating Limited<br>Kamdhenu Ispatlimited  |
| Membership of Committee                                     | Stakeholders Relationship Committee<br>Management Committee<br>Borrowing Committee<br>Share Transfer Committee<br>Allotment Committee  |
| Chairmanship of Committee                                   | No   |
| Past Remuneration   | Rs.5,50,000/- 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                             | 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.7,75,000/- 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, 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. |
|   | 2016-17   | 1017             | 10             |
|   | 2017-18   | 1227             | 14             |
|   | 2018-19   | 1467             | 18             |

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.9

The members of the Company had approved the appointment and remuneration of Mr. Sachin Agarwal as Whole Time Director of the Company through postal ballot process for 3 years from 01.04.2014 to 31.03.2017 and the result of the postal ballot process was declared on 26.03.2014. The remuneration payable to Mr. Saurabh Agarwal was further revised by members of the Company through postal ballot dated 22.01.2016 for the period from 01.10.2015 to 31.03.2017 as per following details.

| Sr. No. | Term of Appointment      | Salary & Perquisites From 01.04.2014 to 30.09.2015             | Salary & Perquisites From 01.10.2015 to 31.03.2017             |
|---------|--------------------------|--|--|
| 1.      | 01.04.2014 to 31.03.2017 | Rs.3,25,000/- per month (including Perquisites of Rs.25,000/-) | Rs.5,50,000/- per month (including Perquisites of Rs.25,000/-) |

His appointment is required to be renewed for further 3 years with effect from 01.04.2017 upto 31.03.2020. 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 27.05.2016 has fixed the remuneration of Mr. Sachin Agarwal to Rs.7,75,000/- per month (including perquisites of Rs.25,000/-) from 01.04.2017 to 31.03.2020 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.9 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, Paint and Power 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 | NotApplicable   |                    |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| (d) Financial performance based on given indicators  | The Company has achieved sales turnover and net profit during the last five years which are as follows:-<br><table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2015-2016</td> <td>Rs. 8.14 Crores</td> <td>Rs. 885.38 Crores</td> </tr> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> </tbody> </table> | Financial Year     | Net Profit | Sales Turnover | 2015-2016 | Rs. 8.14 Crores | Rs. 885.38 Crores | 2014-2015 | Rs. 8.02 Crores | Rs. 1011.08 Crores | 2013-2014 | Rs. 5.95 Crores | Rs. 965.48 Crores | 2012-2013 | Rs. 4.81 Crores | Rs. 591.84 Crores | 2011-2012 | Rs. 4.03 Crores | Rs. 518.70 Crores |
| Financial Year   | Net Profit  | Sales Turnover     |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2015-2016  | Rs. 8.14 Crores   | Rs. 885.38 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2014-2015  | Rs. 8.02 Crores   | Rs. 1011.08 Crores |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2013-2014  | Rs. 5.95 Crores   | Rs. 965.48 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2012-2013  | Rs. 4.81 Crores   | Rs. 591.84 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| 2011-2012  | Rs. 4.03 Crores   | Rs. 518.70 Crores  |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |
| (e) Foreign Investment or collaborations, if any   | N.A.  |                    |            |                |           |                 |                   |           |                 |                    |           |                 |                   |           |                 |                   |           |                 |                   |

2. Information about the appointee:

|  |  |
|--|--|
| Name   | Sachin Agarwal   |
| Age  | 38 Years   |
| Qualification  | BE (Industrial Engineering), MBA   |
| Background Details   | Mr. Sachin Agarwal, aged 38 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  | 673719 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   | 4  |
| Directorship   | Kamdhenu Overseas Limited<br>Kamdhenu Concast Limited<br>Kamdhenu Paints India Limited<br>Kay2 Steel Limited<br>Kamdhenu Ispatlimited  |
| Membership of Committee  | No   |
| Chairmanship of Committee  | No   |
| Past Remuneration  | Rs.5,50,000/- 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  | 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.7,75,000/- 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 | <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Sales/Crores/Rs.</th> <th>PAT/Crores/Rs.</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>1017</td> <td>10</td> </tr> <tr> <td>2017-18</td> <td>1227</td> <td>14</td> </tr> <tr> <td>2018-19</td> <td>1467</td> <td>18</td> </tr> </tbody> </table> | Financial Year | Sales/Crores/Rs. | PAT/Crores/Rs. | 2016-17 | 1017 | 10 | 2017-18 | 1227 | 14 | 2018-19 | 1467 | 18 |
| Financial Year  | Sales/Crores/Rs.   | PAT/Crores/Rs. |                  |                |         |      |    |         |      |    |         |      |    |
| 2016-17   | 1017   | 10             |                  |                |         |      |    |         |      |    |         |      |    |
| 2017-18   | 1227   | 14             |                  |                |         |      |    |         |      |    |         |      |    |
| 2018-19   | 1467   | 18             |                  |                |         |      |    |         |      |    |         |      |    |

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 |

BY ORDER OF THE BOARD OF DIRECTORS

Sd/  
(Jogeswar Mohanty)  
Company Secretary  
M. No.ACS23247

Date: 27th May, 2016  
Place: New Delhi

## Annexure to Notice of Annual General Meeting

### PROFILE OF DIRECTORS SEEKING REAPPOINTMENT

#### Item No. 3 of the Notice of Annual General Meeting

##### Mr. Sunil Kumar Agarwal, Director:

DIN : 00005973

Date of Birth : 01.07.1957

##### Profile:

He achieved his B.E. (Chemical) from HBTI Kanpur. Mr. Sunil Kumar Agarwal is among the founder members of Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited), who is taking the company to new heights of success and glory. Mr. Agarwal has been potent force behind the strong and efficient Kamdhenu marketing network that spreads out across the country.

##### Experience:

He has vast experience of 31 years in steel industry, Mr. Agarwal has got core expertise in the production and marketing arena and has played vital role in scripting the success story of Kamdhenu Group.

Visualizing the company's growth, Mr. Agarwal has been the brain behind strategizing the expansion of Kamdhenu brand through franchisee alliance with the competent companies in the regional steel market. Overseeing the growth of Kamdhenu Group, Mr. Sunil Agarwal has made valuable contribution by identifying units involved in manufacture of TMT Bars thereby making Kamdhenu Group one of the largest TMT manufacturers in India.

With his keen understanding of the market dynamics, Mr. Sunil Agarwal has been shepherded the growth of the company within the Indian steel industry. He has mobilized the performing steel products manufacturing units across the country into joining hands with Kamdhenu Group and which has resulted into gaining better market foothold in the steel sector.

##### Other Directorships:

| S.No. | Name of the Company               | Status   |
|-------|-----------------------------------|----------|
| 1.    | Kamdhenu Concast Limited          | Director |
| 2.    | Kamdhenu Paint Industries Limited | Director |
| 3.    | Kamdhenu Paints India Limited     | Director |
| 4.    | Kamdhenu Infradevelopers Limited  | Director |
| 5.    | Kay2 steel Limited                | Director |
| 6.    | Stelex Coating Limited            | Director |
| 7.    | Kamdhenu Ispatlimited             | Director |

##### Membership in Committees of Kamdhenu Limited:

| S.No. | Name of the Committee    | Status |
|-------|--------------------------|--------|
| 1.    | Audit Committee          | Member |
| 2.    | CSR Committee            | Member |
| 3.    | Management Committee     | Member |
| 4.    | Borrowing Committee      | Member |
| 5.    | Share Transfer Committee | Member |
| 6.    | Allotment Committee      | Member |

**Shareholding:** Mr. Sunil Kumar Agarwal holds 1295292 Equity Shares of Rs.10 each fully paid-up in the Company

##### Directors' inter-se relationship:

| S.No. | Name of Director        | Designation         | Relation with Directors                |
|-------|-------------------------|---------------------|--|
| 1.    | Mr. Sunil Kumar Agarwal | Whole Time Director | 1. Brother of Mr. Satish Kumar Agarwal |





**KAMDHENU LIMITED**  
(FORMERLY KNOWN AS KAMDHENU ISPAT LIMITED)

CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037  
Phone: 011-65493417, 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 (Formerly known as Kamdhenu Ispat Limited)              |
| Registered office   | L-311,Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037 |

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

I/We, being the member (s) of Kamdhenu Limited (Formerly known as Kamdhenu Ispat 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 22nd Annual General Meeting of the Company, to be held on Tuesday, the 27th day of September, 2016 at 10.00 AM at Khasra No - 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
- To declare a dividend of Rs.0.70/- per Equity Shares having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2016.
- To appoint a Director in place of Mr. Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s S. Singhal & Co., Chartered Accountants, having Firm Registration No. 001526C, with The Institute of Chartered Accountants of India, the retiring auditors, to hold office as auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors on the recommendation of Audit Committee.
- To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017
- 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, 2017 upto 31st March, 2020
- 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, 2017 upto 31st March, 2020
- 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, 2017 upto 31st March, 2020
- 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, 2017 upto 31st March, 2020

Signed this..... day of..... 2016

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.**

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

## 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:

Registered Address of the Company:

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. |
|----------------------|-----------|-------------------|-----------------|-----------------|
|                      |           |                   |                 |                 |

(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



**KAMDHENU LIMITED**  
(FORMERLY KNOWN AS KAMDHENU ISPAT LIMITED)  
CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037  
Phone: 011-65493417, 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 KHASRA NO - 841/1(2-8) 847(2-16), BEHIND RAJASTHAN PETROL PUMP, VILLAGE RAJOKARI, VASANT VIHAR, NEW DELHI-110038.

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 Khasra No - 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038 on Tuesday, the 27th day of September, 2016 at 10.00 AM.

Signature of Member or Proxy  
  
.....

No. of Shares held



**KAMDHENU LIMITED**  
(FORMERLY KNOWN AS KAMDHENU ISPAT LIMITED)  
CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037  
Phone: 011-65493417, Fax: 0124-4218524, Email: kamdhenu@kamdhenulimited.com  
Website: www.kamdhenulimited.com

**BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)**

|    |  |  |
|----|--|--|
| 1. | Name of the Sole/First Member          |  |
| 2. | Name(s) of the Joint Member(s), if any |  |
| 3. | Registered Folio No./DP ID /Client ID  |  |
| 4. | Number of shares held                  |  |

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 27.05.2016 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

| Item No. | Description   | No. of shares held by me | I assent to the resolution | I dissent from the resolution |
|----------|---|--------------------------|----------------------------|-------------------------------|
| 1.       | To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.   |                          |                            |                               |
| 2.       | To declare a dividend of Rs. 0.70 per Equity Shares having face value of Rs.10/- each fully paid-up for the Financial Year ended 31st March, 2016   |                          |                            |                               |
| 3.       | To appoint a Director in place of Mr. Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.   |                          |                            |                               |
| 4.       | To appoint M/s S. Singhal & Co., Chartered Accountants, having Firm Registration No. 001526C, with The Institute of Chartered Accountants of India, the retiring auditors, to hold office as auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors on the recommendation of Audit Committee. |                          |                            |                               |
| 5.       | To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.  |                          |                            |                               |
| 6.       | 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, 2017 upto 31st March, 2020.  |                          |                            |                               |
| 7.       | 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, 2017 upto 31st March, 2020.   |                          |                            |                               |
| 8.       | 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, 2017 upto 31st March, 2020.   |                          |                            |                               |
| 9.       | 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, 2017 upto 31st March, 2020.  |                          |                            |                               |

Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by the Company is 26th September, 2016.