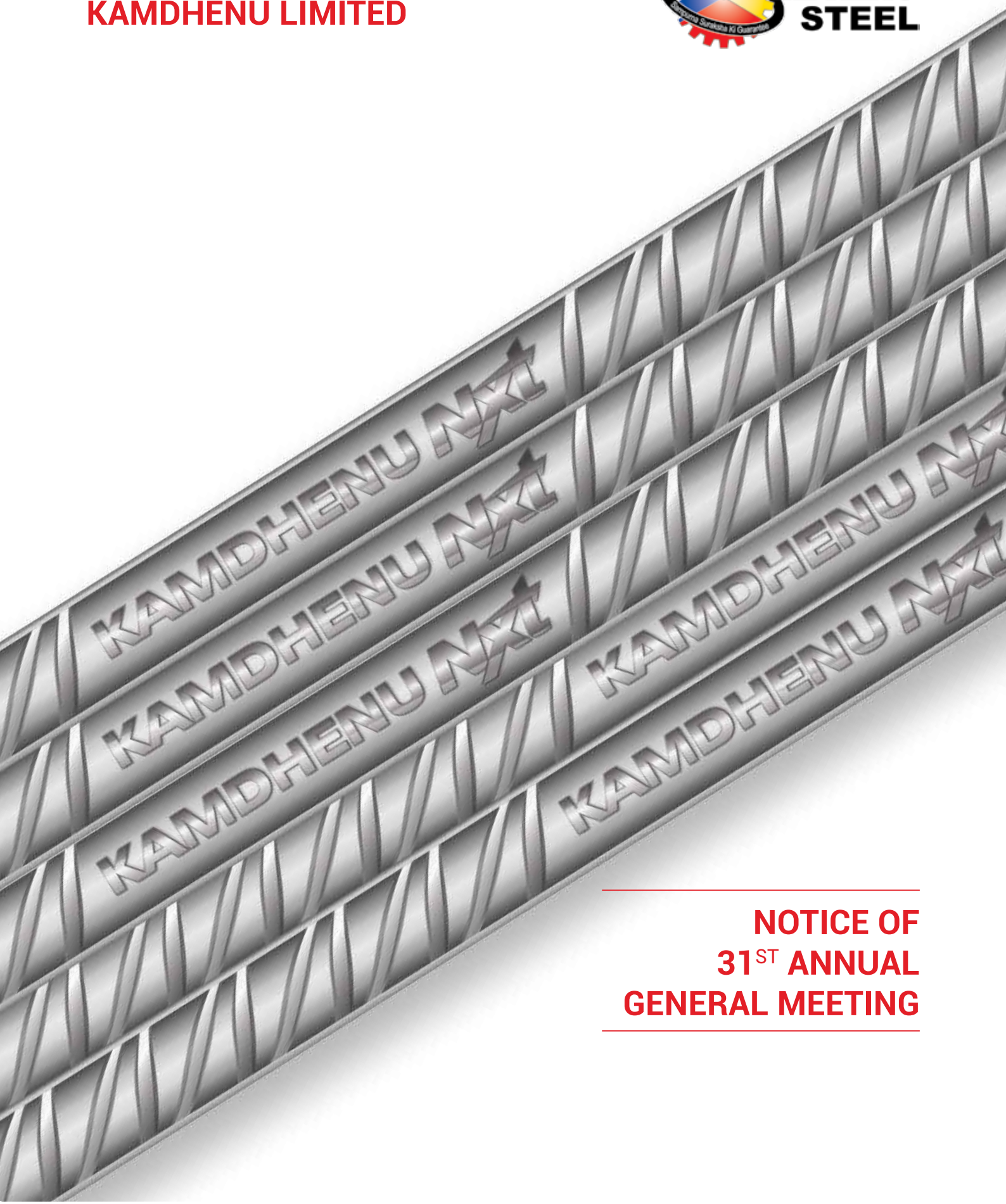


**KAMDHENU LIMITED**



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**NOTICE OF  
31<sup>ST</sup> ANNUAL  
GENERAL MEETING**

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**KAMDHENU LIMITED****CIN:** L27101HR1994PLC092205**Registered Office:** 2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram, Haryana-122002**Phone:** 0124-4604500, **E-mail:** [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com)**Website:** [www.kamdhenulimited.com](http://www.kamdhenulimited.com)**NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting ("**AGM**") of the Members of Kamdhenu Limited ("**the Company**") will be held on Thursday, 25<sup>th</sup> day of September, 2025 at 3:00 P.M (IST) through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**"). The venue of the AGM shall be deemed to be the Registered Office of the Company and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):

**ORDINARY BUSINESSES:**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025, TOGETHER WITH REPORTS OF THE AUDITORS AND THE BOARD OF DIRECTORS THEREON.**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the Audited Financial Statements of the Company including the Balance Sheet as at 31<sup>st</sup> March, 2025, the Statement of Profit and Loss, the Cash Flow Statement for the financial year ended on 31<sup>st</sup> March, 2025, notes to financial statements and the Reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted."

2. **TO APPROVE AND DECLARE THE FINAL DIVIDEND OF ₹ 0.25 (PAISA TWENTY FIVE ONLY) PER EQUITY SHARE (I.E. @ 25%) HAVING FACE VALUE OF ₹ 1/- EACH, FULLY PAID UP FOR THE FINANCIAL YEAR 2024-25.**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the final dividend of ₹ 0.25 per Equity Share (i.e. @ 25%) having face value of ₹ 1/- each, fully paid up, for the financial year 2024-25, be and is hereby approved and declared."

3. **TO APPOINT A DIRECTOR IN PLACE OF SHRI SAURABH AGARWAL (DIN: 00005970), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AS DIRECTOR.**

**To consider and, if through fit, to pass the following resolution as an Ordinary Resolution:**

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



## NOTICE (Contd.)

### SPECIAL BUSINESS:

#### 4. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2025-26:

**To consider and, if through fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus taxes as applicable and reimbursement of out-of pocket-expenses, at actuals, if any, as approved by the Audit Committee and the Board of Directors of the Company, payable to M/s K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditors of the Company, for conducting the Cost Audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified."

#### 5. RE-APPOINTMENT OF SHRI SATISH KUMAR AGARWAL (DIN: 00005981) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

**To consider and, if through fit, to pass the following resolutions as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 2(54), 196, 197, 198, 203 read with Schedule - V and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy and subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as "**the Board**" which term shall be deemed to include, unless the context otherwise requires, any Committees of the Board to exercise the powers conferred on the Board under this resolution), consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Satish Kumar Agarwal (DIN: 00005981) as the Chairman & Managing Director of the Company, who has already attained the age of 70 (Seventy) years, whose period of office will expire on 31<sup>st</sup> March, 2026 and in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013, and is liable to retire by rotation, for a further period of 3 (Three) years with effect from 1<sup>st</sup> April, 2026 upto 31<sup>st</sup> March, 2029 (both days inclusive), at a pay scale : ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for 1<sup>st</sup> year, 2<sup>nd</sup> year and 3<sup>rd</sup> year respectively.

**RESOLVED FURTHER THAT** apart from the above remuneration, Shri Satish Kumar Agarwal (DIN: 00005981), Chairman & Managing Director shall also be eligible for other benefits viz. reimbursement of telephone bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month and upon the terms & conditions of appointment, as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance to the provisions of the Companies Act, 2013 read with Schedule – V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, and as may be agreed to between the Board of Directors and Shri Satish Kumar Agarwal.

**RESOLVED FURTHER THAT** pursuant to the Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular with the proviso to Paragraph (A), in case of inadequacy of profits or no profits in the Company in any financial year Shri Satish Kumar Agarwal shall be paid the aforesaid remuneration as the minimum remuneration.

## NOTICE (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### 6. RE-APPOINTMENT OF SHRI SUNIL KUMAR AGARWAL (DIN:00005973) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

**To consider and, if through fit, to pass the following resolutions as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule - V and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy and subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as "**the Board**" which term shall be deemed to include, unless the context otherwise requires, any Committees of the Board to exercise the powers conferred on the Board under this resolution), consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Sunil Kumar Agarwal (DIN: 00005973) as the Whole Time Director of the Company, whose period of office will expire on 31<sup>st</sup> March, 2026 and in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 and who will attain the age of 70 years during this tenure, liable to retire by rotation, for a further period of 3 (Three) years with effect from 1<sup>st</sup> April, 2026 upto 31<sup>st</sup> March, 2029 (both days inclusive), at a pay scale : ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for 1<sup>st</sup> year, 2<sup>nd</sup> year and 3<sup>rd</sup> year respectively.

**RESOLVED FURTHER THAT** apart from the above remuneration, Shri Sunil Kumar Agarwal (DIN: 00005973), Chairman & Managing Director shall also be eligible for other benefits viz. reimbursement of telephone bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month and upon the terms & conditions of appointment, as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance to the provisions of the Companies Act, 2013 read with Schedule – V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, and as may be agreed to between the Board of Directors and Shri Sunil Kumar Agarwal.

**RESOLVED FURTHER THAT** pursuant to the Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular with the proviso to Paragraph (A), in case of inadequacy of profits or no profits in the Company in any financial year Shri Sunil Kumar Agarwal shall be paid the aforesaid remuneration as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### 7. RE-APPOINTMENT OF SHRI SACHIN AGARWAL (DIN: 01188710) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

**To consider and, if through fit, to pass the following resolutions as a Special Resolution**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule - V and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of





## NOTICE (Contd.)

Association of the Company, Nomination and Remuneration Policy and subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as "**the Board**" which term shall be deemed to include, unless the context otherwise requires, any Committees of the Board to exercise the powers conferred on the Board under this resolution), consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Sachin Agarwal (DIN: 01188710) as the Whole Time Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years with effect from 1<sup>st</sup> April, 2026 upto 31<sup>st</sup> March, 2029 (both days inclusive), at a pay scale : ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for 1<sup>st</sup> year, 2<sup>nd</sup> year and 3<sup>rd</sup> year respectively.

**RESOLVED FURTHER THAT** apart from the above remuneration, Shri Sachin Agarwal (DIN: 01188710), Whole-time Director shall also be eligible for other benefits viz. reimbursement of telephone bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month and upon the terms & conditions of appointment, as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance to the provisions of the Companies Act, 2013 read with Schedule – V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, and as may be agreed to between the Board of Directors and Shri Sachin Agarwal.

**RESOLVED FURTHER THAT** pursuant to the Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular with the proviso to Paragraph (A), in case of inadequacy of profits or no profits in the Company in any financial year Shri Sachin Agarwal shall be paid the aforesaid remuneration as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### 8. RE-APPOINTMENT OF SHRI BALDEV RAJ SACHDEVA (DIN: 00016325) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:

**To consider and, if through fit, to pass the following resolutions as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended, from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17, 25 and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("**SEBI Listing Regulations**") and in accordance with the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee and Board of Directors, Shri Baldev Raj Sachdeva (DIN:00016325), whose period of office will expire on 1<sup>st</sup> May, 2026 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed, as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years, with effect from 2<sup>nd</sup> May, 2026 up to 1<sup>st</sup> May, 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

## NOTICE (Contd.)

### 9. TO APPROVE THE APPOINTMENT OF M/S. CHANDRASEKARAN ASSOCIATES, COMPANY SECRETARIES AS SECRETARIAL AUDITORS' OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS

**To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Chandrasekaran Associates, Company Secretaries (Firm registration No. P1988DE002500), a peer reviewed firm be and is hereby appointed as the Secretarial Auditors' of the Company for a term of (5) five consecutive years, to conduct the Secretarial Audit of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at a remuneration of ₹ 4,00,000/- per annum (Rupee Four Lakhs Only) and reimbursement of out of pocket expenses for the purpose of audit as mutually agreed between the Board of Directors and the Secretarial Auditors' of the Company, and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions, including the remuneration of the Secretarial Auditors, for the relevant years during the aforesaid term of their appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**BY ORDER OF THE BOARD OF DIRECTORS OF  
KAMDHENU LIMITED**

Date : 11<sup>th</sup> August, 2025  
Place: Gurugram

Sd/-  
**Khem Chand**  
Company Secretary & Compliance Officer  
FCS: 10065

**Registered Office:**

Kamdhenu Limited  
CIN: L27101HR1994PLC092205  
2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram- 122002 Haryana, India  
Telephone No.: 0124-4604500  
Email : [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com)  
Website : [www.kamdhenulimited.com](http://www.kamdhenulimited.com)



## NOTICE (Contd.)

### NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") setting out material facts concerning the business under Item No. 4 to 9 of the accompanying AGM Notice, is annexed hereto. Further, the relevant details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulation**") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed.
2. The Ministry of Corporate Affairs, Government of India ("MCA") inter-alia vide their General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 (collectively referred to as "MCA Circulars") has allowed to hold the Annual General Meeting ("AGM" or "meeting") of the Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. The deemed venue for the 31<sup>st</sup> AGM shall be the Registered Office of the Company situated at 2<sup>nd</sup> Floor, Tower-A, Building No. 9, Tower-A, DLF Cyber City, Phase-III, Gurugram – 122002, Haryana.
3. In view of relaxation given by MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI circular no. CIRCULAR SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/VCIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October, 2024 (hereinafter referred as "SEBI circulars"), the Annual Report including Financial statements, Auditor's report, Board's report, Notice of AGM along with all the annexures and attachments thereof are being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2024-25.
4. The 31<sup>st</sup> AGM of the Company is being held in accordance with the MCA and SEBI Circulars through VC/OAVM, therefore, the requirement of physical attendance of members has been dispensed with and due to which the facility for appointment of proxies by Members under Section 105 of the Act will not be available for this 31<sup>st</sup> AGM, Accordingly, the Proxy Form, Attendance Slip and Route Map of the 31<sup>st</sup> AGM are not annexed to the Notice.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("**the Act**").
6. The Institutional Investors and Body Corporates who are the Shareholders of the Company are encouraged to attend and vote at the 31<sup>st</sup> AGM through VC/OAVM facility provided by the Company. Body Corporate Shareholders / Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the 31<sup>st</sup> AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution as passed by their respective Board of Directors or Governing/Statutory Bodies, to the Scrutinizer appointed by the Company through e-mail on their registered e-mail address at [shashikant@cacsindia.com](mailto:shashikant@cacsindia.com) and to Shri Khem Chand, Company Secretary of the Company at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com), not later than the 48 hours before the scheduled time of the commencement of the 31<sup>st</sup> AGM.
7. The Company has engaged the National Securities and Depository Limited, as the authorized agency, for providing the facility to the members of the Company to cast their votes electronically through the electronic voting (remote e-voting and e-voting during the AGM) facility provided in a secured manner, 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Company has also engaged M/s MAS Services Limited, a SEBI registered intermediary which will provide the platform for convening the meeting through Video Conferencing.
8. Members are requested to note that in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any circulars issued thereunder, the Notice of the 31<sup>st</sup> AGM and Annual Report for the Financial Year 2024-25, will be available on the website of the Company at [www.kamdhenulimited.com](http://www.kamdhenulimited.com), on the website of Stock Exchanges i.e. NSE and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively and on the website of National Securities Depositories Limited ("**NSDL**") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



## NOTICE (Contd.)

9. The Members can join the 31<sup>st</sup> AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 02:30 P.M. (IST) i.e. 30 minutes before the time scheduled to start the 31<sup>st</sup> AGM and the Company will close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the 31<sup>st</sup> AGM. The facility for participation at the 31<sup>st</sup> AGM through VC/OAVM will be made available to at least 1,000 Members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
10. The Company has fixed Friday, 29<sup>th</sup> August, 2025 as the cut-off date, for the purpose of sending notice of this AGM and Annual Report for financial year 2024-25 and other documents thereto, to the shareholders of the Company.

### RECORD DATE AND DIVIDEND:

11. Record date for the purpose of payment of dividend for determining the entitlement of member to whom the Final Dividend, for the financial year 2024-25 shall be paid, if declared and approved by the Shareholders of the Company in the 31<sup>st</sup> Annual General Meeting is fixed as **Thursday, 18<sup>th</sup> September, 2025** by the Board of Directors of the Company.
12. Members may note that the Board of Directors of the Company in their meeting held on 7<sup>th</sup> May, 2025 has recommended final dividend @ 25% i.e. ₹ 0.25 (Paisa Twenty Five only) per equity share of ₹ 1/- each for the financial year 2024-25.  
The Final Dividend, once approved by the Members at the forthcoming 31<sup>st</sup> AGM will be paid subject to deduction of tax at source ('TDS') within 30 days from the conclusion of 31<sup>st</sup> AGM as under;

- **For the Shares held in Electronic Form:** To all Beneficial Owners whose name appears in the list of Beneficial Owner record date i.e. **Thursday, 18<sup>th</sup> September, 2025** to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Equity Shares held in electronic form;
- **For the Shares held in Physical Form:** To all the Registered Owners whose name appears in the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **Record Date i.e. Thursday, 18<sup>th</sup> September, 2025**.

Member are requested to note that in the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate or the dividend amount bounced back/returned to the dividend account, the Company will dispatch the dividend warrant/ Bankers' cheque/ demand draft to them, as soon as possible to their address registered with the Company/RTA.

13. Members may note that the Income Tax Act, 1961 ("**the IT Act**"), as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members, therefore the dividend income will be taxable in the hands of the members w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source ("**TDS**") from dividend paid to the members at rates prescribed in the IT Act. Therefore, members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending email to the Company's email address at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate.
14. Dividend will be paid after deducting Tax at source as under:
  - NIL for resident shareholders (individuals) receiving dividend upto ₹ 10,000 or in case duly filled up and signed Form No. 15G/Form No. 15H (as applicable) along with self-attested copy of the PAN card is submitted.
  - 10% for other resident shareholders in case copy of PAN card is available.
  - 20% for resident shareholders if copy of PAN card is not provided/not available. iv. Tax will be assessed on the basis of documents submitted by the non-resident shareholder.
  - 20% plus applicable surcharge and cess for non-resident shareholders in case the relevant documents are not submitted.
  - Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.





## NOTICE (Contd.)

The above mentioned rates will be subject to availability of Section 206AB of the Act. For resident shareholders, as per CBDT Circular dated 28<sup>th</sup> March, 2023, if PAN is not linked with Aadhaar number, TDS will be deducted at a higher rate, in accordance with the provisions of section 206AA;

15. Dividend, if approved by the Members as recommended by the Board of Directors of the Company, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s).
  - a. In terms of SEBI Circular dated 16<sup>th</sup> March, 2023 (Master Circular dated May 17, 2023) Members holding shares in physical form, whose folio(s) are not updated with the KYC details and who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1<sup>st</sup> April, 2024. The members can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending the following details/ documents which are uploaded on the website of KFIN Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> to KFIN Technologies Limited, Registrar and Transfer Agent (Unit: Kamdhenu Limited), at Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, through self-attested hard copies or through electronic mode, provided they should be electronically signed or through web portal of our RTA KFIN Technologies Limited at <https://ris.kfintech.com>.
    - Form ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with Pin code and the following details relating to the bank account in which the dividend is to be received;
      - i) Name and Branch of Bank and Bank Account type;
      - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
      - iii) 11 digit IFSC Code; and
      - iv) 9-digit MICR Code
    - self attested copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
    - self-attested scanned copy of the PAN Card and AADHAR Card/Driving License/Election Identity Card/Passport.
    - Address proof of the member, as registered with the Company.
    - Members holding shares in Electronic mode, may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, they may update their Electronic Bank Mandate through their Depository Participant(s).
16. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, Members may note that any amount of dividend remains unpaid or unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority.

Pursuant to the provisions of IEPF Rules, the Company has transferred 1434 Equity Shares for the financial year 2016-17 on which the dividend remained unpaid/ unclaimed for seven consecutive years to the designated Demat Account of the IEPF Authority ("IEPF Account") within the stipulated time.

**In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from FY 2017-18 to till date, on or before 14<sup>th</sup> October, 2025**, otherwise the Company will accordingly transfer the unpaid/ unclaimed dividend to the IEPF. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by submitting an application to the IEPF Authority, in stipulated Form No. IEPF-5 available on website of IEPF i.e. on [www.iepf.gov.in](http://www.iepf.gov.in).



## NOTICE (Contd.)

For further details, member may refer to the Corporate Governance Report which forms a part of this Annual Report. The Company has been sending timely reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at [www.kamdhenulimited.com](http://www.kamdhenulimited.com).

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. As per Regulation 40(1) of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment through Notification No. SEBI/ LAD NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. To eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, KFin Technologies Limited for assistance in this regard.
19. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the website of the Company i.e. <https://www.kamdhenulimited.com/shareholders-notice.php>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares physical form.
20. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("**DP**") with whom they are maintaining the Demat accounts in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers including the register maintained under Section 189 of the Act and documents referred in the Notice will be available electronically for inspection by the members during the AGM. Members keen to inspect all the documents as referred in the Notice are available for inspection electronically during business hours i.e. between 10:00 A.M. (IST) to 04:00 P.M. (IST), by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com).
22. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.  
Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.
23. Electronic copy of the Notice of this AGM along with the Annual Report for the financial year 2024-25 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes, in compliance with the MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of this AGM of the Company, may send request to the Company's email address at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) mentioning their Foilo No./ DP ID and Client ID.



## NOTICE (Contd.)

24. Members are requested to address all correspondence, to the Company at Kamdhenu Limited, 2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City, Phase III, Gurugram– 122002, Haryana, Contact No. 0124 4604500, email: [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com), website: [www.kamdhenulimited.com](http://www.kamdhenulimited.com) and RTA, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 contact no. 1800 309 4001, email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), website: [www.kfintech.com](http://www.kfintech.com).
25. To support the "Green Initiative", we urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this AGM and the Annual Report for the financial year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

Type of Shareholder	Process
Shareholders holding shares in Demat Form	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.
Shareholders holding shares in Physical Form	Members may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at <a href="mailto:cs@kamdhenulimited.com">cs@kamdhenulimited.com</a> or to the RTA at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to KFin Technologies Limited, Unit: Kamdhenu Limited, Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.

26. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated for submission of Permanent Account Number, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) by every participant in securities market. Members holding shares in electronic form are requested to submit their PAN details to their Depository Participants and the Members holding shares in physical form should submit the same with the Registrar and Transfer Agent in the prescribed form ISR-1.

However, the Securities and Exchange Board of India vide their circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated 11<sup>th</sup> February, 2019, has granted the relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) for furnishing the PAN.

27. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of this AGM along with Annual Report for financial year 2024-25 by email and holds shares as on the **cut-off date i.e., Thursday, 18<sup>th</sup> September, 2025** may obtain the User ID and password by sending a request to the Company Secretary at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) and you may also write an email at [sm@massserve.com](mailto:sm@massserve.com). After receipt of the above credentials, please follow the steps mentioned in this notice, to cast the vote. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

28. During the 31<sup>st</sup> AGM, the Chairman shall after response to the questions raised by the members in advance or as by the speakers at the AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the

## NOTICE (Contd.)

members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 31<sup>st</sup> AGM.

29. The Board of Directors in their meeting held on 11<sup>th</sup> August, 2025 has appointed Mr. Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Mr. Shashikant Tiwari (FCS No. 11919), Partner failing him, Mr. Lakhan Gupta (Membership No. F12682), Partner of M/s Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize remote e-voting process before the AGM as well as the e-voting (Intapoll) during the AGM, in a fair and transparent manner.
30. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM and the Results declared along with the report of the Scrutinizer shall be communicated to the Stock Exchanges i.e. NSE and BSE, where the shares of the Company are listed and shall also be displayed on the website of the Company at [www.kamdhenulimited.com](http://www.kamdhenulimited.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.
31. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days before the date of meeting through email on [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com). The same will be replied by the Company suitably.
32. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
33. General Instruction for accessing and participation in the 31<sup>st</sup> AGM of the Company through VC/OAVM facility and voting through electronic means including remote E-voting (InstaPoll):

### I. Instruction for the Member for Remote E-Voting and Voting during AGM (InstaPoll) through Electronic means;

- Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Thursday, 18<sup>th</sup> September, 2025** may cast their vote by remote e-Voting. **The remote e-voting period commences on Monday 22<sup>nd</sup> September, 2025 at 09:00 A.M. (IST) and ends on Wednesday 24<sup>th</sup> September 2025 at 5:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of **Thursday, 18<sup>th</sup> September, 2025**.
- In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Thursday, 18<sup>th</sup> September, 2025**, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. **Thursday, 18<sup>th</sup> September, 2025**, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in para 26 above, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at 022 – 4886 7000 and 022 – 2499 7000. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.kamdhenulimited.com](http://www.kamdhenulimited.com).
- Members will be provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.



## NOTICE (Contd.)

- A person who is not a member as on the cut-off date should treat this Notice of the 31<sup>st</sup> AGM for information purpose only.
- Instructions for attending the meeting through Video Conferencing; and voting through electronic means including remote E-voting (InstaPoll) are given at the end of this notice.

### II. Instructions for Members for participating in the 31<sup>st</sup> AGM through VC/ OAVM and process for Registration as Speaker, are as under:

- The members will be provided with a facility to attend the 31<sup>st</sup> AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join General Meeting" against the name of the Company. On clicking this link, the members will be able to attend the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions as mentioned in the notice, to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches
- Members may submit their questions/queries in advance with regard to any matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) on or before 16<sup>th</sup> September, 2025 (IST). Such questions/queries by the members shall be taken up during the meeting and replied by the Company suitably.
- Members, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) on or before 23<sup>rd</sup> September, 2025 by 05:00 P.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.
- When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 31<sup>st</sup> AGM.
- Institutional Investors who are members of the Company, are encouraged to attend and vote in the 31<sup>st</sup> AGM through VC/ OAVM facility.
- In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc. the following persons may be contacted:

Name	Contact No. & Email id
Mr. Khem Chand, Company Secretary & Compliance Officer Kamdhenu Limited	0124-4604500 <a href="mailto:cs@kamdhenulimited.com">cs@kamdhenulimited.com</a>
Mr. Sharwan Mangla, General Manager MAS Services Limited	9811742828 <a href="mailto:sm@masserv.com">sm@masserv.com</a>



## NOTICE (Contd.)

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

#### How do I vote electronically using NSDL e-Voting system?


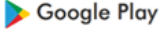


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>



## NOTICE (Contd.)

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

## NOTICE (Contd.)

4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. The EVEN of the AGM is 135592
6. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) <b>For Members who hold shares in demat account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) <b>For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) <b>For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 135592 then user ID is 135592001***

7. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
8. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
9. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
10. Now, you will have to click on "Login" button.
11. After you click on the "Login" button, Home page of e-Voting will open.



## NOTICE (Contd.)

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shashikant@cacsindia.com](mailto:shashikant@cacsindia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mahatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## NOTICE (Contd.)

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item numbers 4 to 9 of the accompanying Notice dated 11<sup>th</sup> August, 2025.

#### Item No. 4:

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a cost auditors to audit the cost records of the Company, for products and services, specified under Rules issued in pursuance to the above section. Accordingly, the Board of Directors at their meeting held on 7<sup>th</sup> May, 2025, and on the recommendation of Audit Committee, has approved the appointment of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) as Cost Auditor at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only), plus applicable taxes, for the financial year ending 31<sup>st</sup> March, 2026 payable to the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2025-26.

M/s K.G. Goyal & Associates, Cost Accountants have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as fixed by its Board of Directors, upon recommendations of the Audit Committee, is subsequently required to be ratified by the Members of the Company.

Accordingly, approval of the members is sought for the aforesaid purpose. The Board recommends the Ordinary Resolution, as set out in Item No. 4 of the Notice, for approval by the Members

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested (financially or otherwise) in this resolution except to the extent of their shareholding in the Company, if any.

#### Item No. 5

The Shareholders of the Company at their 28<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2022, had approved the re-appointment of Shri Satish Kumar Agarwal as Chairman & Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2026.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to the approval of shareholders, in their meeting held on 11<sup>th</sup> August, 2025 has re-appointed Shri Satish Kumar Agarwal as Chairman & Managing Director, liable to retire by rotation, for a further period of three years, which would be commencing from the next day of expiry of current term i.e. from 1<sup>st</sup> April, 2026 and till 31<sup>st</sup> March, 2029, at a remuneration as mentioned below in the table:

Period	Remuneration
1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027	₹ 40,00,000/- per month
1 <sup>st</sup> April, 2027 to 31 <sup>st</sup> March, 2028	₹ 45,00,000/- per month
1 <sup>st</sup> April, 2028 to 31 <sup>st</sup> March, 2029	₹ 50,00,000/- per month

Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month, with effect from 1<sup>st</sup> April, 2026 for the said tenure.





## NOTICE (Contd.)

The Board of Directors (hereinafter referred to as "the Board" which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) are authorized to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance to the provisions of the Companies Act, 2013 read with Schedule-V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, as may be agreed to between the Board of Directors and Shri Satish Kumar Agarwal.

A copy of the agreement entered into between Shri Satish Kumar Agarwal and the Company in terms of Section 190 of the Companies Act, 2013 is available at the Registered Office of the Company for inspection on any working day (except Saturday & Sunday) during the working hours of the Company i.e. from 10:00 A.M. to 4:00 P.M.

Further, with respect to the re-appointment of Shri Satish Kumar Agarwal as Chairman & Managing Director, liable to retire by rotation, the Company has received the following documents:

- a) Consent to act as Managing Director of the Company;
- b) Notice in writing under Section 160 of the Companies Act, 2013;
- c) Disclosure in terms of Section 184 of the Companies Act, 2013, in form MBP-1;
- d) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Chairman & Managing Director (CMD) in the Company, if appointed as CMD;
- e) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20<sup>th</sup> June, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

Further, he has already attained the age of 70 years and in terms of provisions of sec 196 of Companies act the approval of member by way of Special Resolution is required for his reappointment as Chairman and Managing Director.

The re-appointment of Shri Satish Kumar Agarwal as a rotational director, as set out at Item No. 5, shall be deemed to be a continuation of his appointment by the Board of Directors, as the Chairman & Managing Director, if approved by the members.

In the event of any inadequacy or absence of profits in any financial year the remuneration payable to him would be the same as mentioned in the resolution, as set out at item No. 5 and the validity of this resolution shall be as per Section II Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the following information may also be taken note of with regard to the appointment/remuneration of Shri Satish Kumar Agarwal in terms of Schedule V of the Act and in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and Secretarial Standards issued by Institute of Company Secretaries of India, are as under:

### A. GENERAL INFORMATION

#### I. Nature of Industry:

The Company is engaged in the business of manufacturing of Steel and TMT Bars through own manufacturing unit and also through Franchisee model since September, 1994.

#### II. Date of commencement of commercial production:

The Company's operation for manufacturing the Steel and TMT bars is in operation since September, 1994.

#### III. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

#### IV. Financial indicators:

Set out in detail in the financial statements which form part of the Annual Report being sent to the members.

## NOTICE (Contd.)

### V. Foreign investments or collaborations, if any:

The Company had issued 2097200 warrants convertible into equal number of Equity Shares at a price of ₹ 353 per warrant to Foreign Portfolio Investor ("FPI"). Company had received 25% amount at the time of allotment of warrant. During the financial year Company had allotted shares to below mentioned FPI upon conversion of warrant into Equity:

Sr. No.	Name of FPI	Number of Warrants allotted	Number of Equity shares allotted	Total Amount received
1	Minerva Ventures Fund	8,97,200	2,00,000	₹ 7,06,00,000
2	Ariston Capital Limited	2,00,000	10,00,000*	₹ 3,53,00,000
3	Arrow Emerging Opportunities Fund Limited	5,00,000	30,00,000*	₹ 10,59,00,000

\*No. of equity shares allotted, upon conversion of warrants after considering the effect of sub-division in Nominal Value of the Company's Equity Shares from ₹ 10/- each to ₹ 1/- each

### B. INFORMATION ABOUT THE APPOINTEE

#### I. Background details:

Shri Satish Agarwal is a distinguished leader and a core member of the Board of Directors at Kamdhenu Limited. With a wealth of experience in business strategy, corporate governance, and operational excellence, he plays a crucial role in steering the Company toward sustained growth and innovation.

With more than Five decades of expertise in the steel and infrastructure sector, Shri Agarwal has been instrumental in shaping Kamdhenu's business model, aligning it with the evolving industry landscape. His strategic insights and deep understanding of market dynamics have contributed significantly to the Company's expansion and reputation as a trusted name in the construction industry.

A visionary with strong leadership capabilities, he actively participates in key decision-making processes, ensuring the Company remains competitive in a rapidly transforming economic environment. His dedication to ethical business practices and a customer-centric approach are reflected in Kamdhenu's commitment to quality and excellence.

Under his guidance, the Company continues to explore new avenues for growth, invest in advanced technologies, and reinforce its position as a leader in the steel and construction materials sector. His contributions are pivotal in driving the Company's mission to deliver superior-quality products while upholding sustainability and innovation.

Under the leadership of Shri Satish Kumar Agarwal, the Company has received various prestigious awards viz, Business Sphere Award for Corporate Excellence, IIT-BHU Alumni Excellence Award, Samaj Ratna Award etc.

Shri Satish Agarwal's leadership is a testament to Kamdhenu Limited's success and its unwavering commitment to excellence, innovation, and customer satisfaction.

#### II. Past Remuneration:

During the Financial Year 2024-25, Shri Satish Kumar Agarwal was paid managerial remuneration of ₹ 2,88,79,000/- (Rupees Two Crores Eighty Eight Lakhs Seventy Nine Thousand only).

#### III. Recognition or Awards:

Under the dynamic leadership of Shri Satish Kumar Agarwal, the Company has been winning awards year on year. The notable awards won are:

- NCR Leadership Award 2024.
- India's 20 Most Desirable Power Brands by Power Brands.
- Indian Greatest Brands 2021-22.
- Most trusted Steel Brand of the Year 2023.



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- IV. Job profile and his suitability:** Shri Satish Kumar in the capacity as the Chairman & Managing Director will be driving all the operations and policy decisions, visions and strategy and long term development activities of the Company in relation to the business operation and shall have substantial powers of management subject to superintendence, control and direction of the Board of Directors. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Shri Satish Kumar Agarwal and his visionary step for making the Kamdhenu Brand as the most respected and reliable brands, amongst the best in the Indian markets.

- V. Remuneration Proposed:** Remuneration as mentioned below in the table

Period	Remuneration
1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027	₹ 40,00,000/- per month
1 <sup>st</sup> April, 2027 to 31 <sup>st</sup> March, 2028	₹ 45,00,000/- per month
1 <sup>st</sup> April, 2028 to 31 <sup>st</sup> March, 2029	₹ 50,00,000/- per month

Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month, with effect from 1<sup>st</sup> April, 2026 for the said tenure.

- VI. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Though direct comparable data could not be obtained, however, as a general industry trend and considering the size of the Company, the Industry in which the Company is engaged and the fact that the functional and business responsibility of the Company, would in entirety be on Shri Satish Kumar Agarwal as Chairman & Managing Director. Accordingly, the remuneration proposed to be paid to him is at par with the norm in the industry.

The Nomination and Remuneration Committee of the Company at its meeting held on 11<sup>th</sup> August, 2025, based on the experience of Shri Satish Kumar Agarwal and his responsibilities, complex business operations, industry benchmark and size of the Company, considered and justify the payment of said proposed remuneration.

- VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.**

Besides the remuneration proposed, Shri Satish Kumar Agarwal does not have any pecuniary relationship with the Company. Shri Satish Kumar Agarwal, Chairman & Managing Director is brother of Shri Sunil Kumar Agarwal and father of Shri Sachin Agarwal and Shri Saurabh Agarwal, Directors of the Company.

Shri Satish Kumar Agarwal individually holds 77,98,170 number of equity shares in the Company as on the date of this notice.

### C. OTHER INFORMATION:

- I. Reasons of loss or inadequate profits:**

The Company is profits making entity. However, the appointment is for a term of three years commencing 1<sup>st</sup> April, 2026 and the future trend in the profitability will largely depend on business environment in the domestic markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the SEBI Listing Regulations, may exceed during the term of appointment.

- II. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

However, for improving the financial position of the Company and other factors which could affect the financial position of the Company, several steps have been taken by the Company including expansion of production capacity of Steel Products through franchisee route, which is in addition of the Company's own manufacturing unit. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization

## NOTICE (Contd.)

of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

As evident from the below financials, the Company has been improving its financial position:

	(₹ in Lakhs)	
	2024-25	2023-24
Revenue	74,748.87	72,470.69
Profit Before Tax (PBT)	8,040.09	6,692.12
Profit Before Tax		
Profit After Tax (PAT)	6,086.74	5,013.35

The Company has earned the profit of ₹ 60.86 Crores during FY 2024-25 and Company is expected to do well in the subsequent years.

### D. OTHER DISCLOSURES

#### I. Disclosures with respect to Corporate Governance Report.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Corporate Governance Report, attached to in this Annual Report.

#### II. Disclosure as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards Issued by ICSI.

<b>Name of Director</b>	Shri Satish Kumar Agarwal
<b>Date of First Appointment</b>	12.09.1994
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	Mentioned above in Information about appointee.
<b>Age</b>	76 Years
<b>Qualification</b>	B.E. (Mech.) from Banaras Hindu University (Gold Medalist)
<b>Terms and Conditions of appointment/re-appointment</b>	Re-appointment as Chairman & Managing Director of the Company for the further period of 3 (three) years w.e.f. 1 <sup>st</sup> April, 2026 upto 31 <sup>st</sup> March, 2029 (both days inclusive) and liable to retire by rotation in terms of Section 152, 196, 197 and 203 of the Companies Act, 2013.
<b>Skills and Capabilities</b>	The necessary skills and capabilities required for the role is been possessed by Shri Satish Kumar Agarwal.
<b>Proposed Remuneration</b>	Remuneration at a pay scale of ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for 1 <sup>st</sup> year, 2 <sup>nd</sup> year and 3 <sup>rd</sup> year respectively and perquisites and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- per month is proposed to be paid.
<b>Past Remuneration drawn</b>	During the financial year 2024-25, Shri Satish Kumar Agarwal was paid managerial remuneration of ₹ 2,88,79,000/- (Rupees Two Crores Eighty Eight Lakhs Seventy Nine Thousand only)
<b>Shareholding in the Company as on the date of Notice (self and beneficial basis)</b>	77,98,170 Equity Shares of having face value of ₹ 1/- each in individual capacity.
<b>Inter-se relationship between Director/Manager and other KMPs</b>	Shri Satish Kumar Agarwal, Chairman & Managing Director is brother of Shri Sunil Kumar Agarwal and father of Shri Sachin Agarwal and Shri Saurabh Agarwal, Directors of the Company.
<b>Number of Meeting attended during the year</b>	Details w.r.t. the number of Board and Committee meetings attended by Shri Satish Kumar Agarwal has been provided in Corporate Governance Report for financial year 2024-25.



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<b>Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.</b>	Shri Satish Kumar Agarwal is Chairman & Managing Director of Kamdhenu Limited  <b>Details of Committee membership is depicted below:</b> CSR Committee – Kamdhenu Limited Risk Management Committee - Kamdhenu Limited. Shri Satish Kumar Agarwal has not resigned from any Listed Entity in preceding three years.
<b>Directorships other than listed Company</b>	Nil
<b>Stock Option</b>	No stock options granted during the FY 2024-25

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures. It is strongly believed that the Company will greatly benefit from the vast knowledge, diverse experience, and strong leadership of Shri Satish Kumar Agarwal in his role as the Chairman and Managing Director.

Keeping in view that Shri Satish Kumar Agarwal has attained the age of 70 years and for over a 3 decades he has been involved in the operations of the Company, it would be in the interest of the Company to continue the employment of Shri Satish Kumar Agarwal as Chairman & Managing Director beyond the age of 70 years. Accordingly, approval of members by way of a Special Resolution is also sought under section 196(3) of the Companies Act, 2013.

Shri Satish Kumar Agarwal is not disqualified from being re-appointed as a Managing Director in terms Section 164 of the Act and not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority.

As per proviso to Section 196(2) of the Companies Act, 2013, no re-appointment of Managing Director shall be made earlier than one year before the expiry of his term, the proposed re-appointment of Shri Satish Kumar Agarwal is in compliance with the said provision. As per the provisions of Sections 196 and 197 of the Act and the Rules made thereunder, a Managing Director can be appointed or re-appointed with the approval of the Members in the General Meeting.

Approval of member is also sought in terms of Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, for the remuneration payable to him (as set out in resolution mentioned at Item No 5) in excess of 5% of Net Profit calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Relevant documents referred to in this Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours from 10:00 A.M. to 4: 00 P.M. on all working days (except Saturday & Sunday), till the last date of remote e-voting.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is/are concerned or interested financially or otherwise in the Resolution at Item No. 5 of the accompanying Notice, except to the extent of their shareholding.

### Item No. 6

The Shareholders of the Company at their 28<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2022, had approved the re-appointment of Shri Sunil Kumar Agarwal as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2026.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to the approval of shareholders, in their meeting held on 11<sup>th</sup> August, 2025 has re-appointed Shri Sunil Kumar Agarwal as Whole-time Director, liable to retire by rotation, for a further period of three years, which would be commencing from



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the next day of expiry of current term i.e. from 1<sup>st</sup> April, 2026 and till 31<sup>st</sup> March, 2029, at a remuneration as mentioned below in the table:

Period	Remuneration
1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027	₹ 40,00,000/- per month
1 <sup>st</sup> April, 2027 to 31 <sup>st</sup> March, 2028	₹ 45,00,000/- per month
1 <sup>st</sup> April, 2028 to 31 <sup>st</sup> March, 2029	₹ 50,00,000/- per month

Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month, with effect from 1<sup>st</sup> April, 2026 for the said tenure.

The Board of Directors (hereinafter referred to as "the Board" which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) are authorized to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance to the provisions of the Companies Act, 2013 read with Schedule-V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, as may be agreed to between the Board of Directors and Shri Sunil Kumar Agarwal.

A copy of the agreement entered into between Shri Sunil Kumar Agarwal and the Company in terms of Section 190 of the Companies Act, 2013 is available at the Registered Office of the Company for inspection on any working day (except Saturday & Sunday) during normal working hours of the Company.

Further, with respect to the re-appointment of Shri Sunil Kumar Agarwal as Whole-time Director, liable to retire by rotation, the Company has received the following documents:

- Consent to act as Whole Time Director of the Company;
- Notice in writing under Section 160 of the Companies Act, 2013;
- Disclosure in terms of Section 184 of the Companies Act, 2013, in form MBP-1;
- Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Whole-time Director (WTD) in the Company, if appointed as WTD;
- Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20<sup>th</sup> June, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

Further, he will attain the age of 70 years during this tenure and in terms of provisions sec 196 of Companies act the approval of member by way of Special Resolution is required for his reappointment as Whole Time Director.

The re-appointment of Shri Sunil Kumar Agarwal as a rotational director, as set out at Item No. 6, shall be deemed to be a continuation of his appointment by the Board of Directors, as the Whole Time Director, if approved by the members.

In the event of any inadequacy or absence of profits in any financial year the remuneration payable to him would be the same as mentioned in the resolution, as set out at item No. 6 and the validity of this resolution shall be as per Section II Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the following information may also be taken note of with regard to the appointment/remuneration of Shri Sunil Kumar Agarwal in terms of Schedule V of the Act and in compliance with the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and secretarial standards issued by Institute of Company Secretaries of India, are as under:



## NOTICE (Contd.)

### A. GENERAL INFORMATION

#### I. Nature of Industry:

The Company is engaged in the business of manufacturing of Steel and TMT Bars through own manufacturing unit and also through Franchisee model since September, 1994.

#### II. Date of commencement of commercial production:

The Company's operation for manufacturing the Steel and TMT bars is in operation since September, 1994.

#### III. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

#### IV. Financial indicators:

Set out in detail in the financial statements which form part of the Annual Report being sent to the members.

#### V. Foreign investments or collaborations, if any:

The Company had issued 2097200 warrants convertible into equal number of Equity Shares at a price of ₹ 353 per warrant to Foreign Portfolio Investor ("FPI"). Company had received 25% amount at the time of allotment of warrant. During the financial year Company had allotted shares to below mentioned FPI upon conversion of warrant into Equity:

S r. No.	Name of FPI	Number of Warrants allotted	Number of Equity shares allotted	Total Amount received
1	Minerva Ventures Fund	8,97,200	2,00,000	₹ 7,06,00,000
2	Ariston Capital Limited	2,00,000	10,00,000*	₹ 3,53,00,000
3	Arrow Emerging Opportunities Fund Limited	5,00,000	30,00,000*	₹ 10,59,00,000

\*No. of equity shares allotted, upon conversion of warrants after considering the effect of sub-division in Nominal Value of the Company's Equity Shares from ₹ 10/- each to ₹ 1/- each

### B. INFORMATION ABOUT THE APPOINTEE

#### I. Background details:

Shri Sunil Kumar Agarwal is a key member of the Board of Directors at Kamdhenu Limited. With extensive experience in business management and corporate strategy, he plays an important role in shaping the Company's growth and success.

With experience of more than 35 years in the steel and construction industry, Shri Agarwal has been a driving force behind Kamdhenu's growth story. His deep understanding of the market, combined with his strategic thinking, helps the Company stay ahead in a competitive industry. He is holding command over entire Franchise Business. A strong believer in innovation and efficiency, he actively contributes to key business decisions. His leadership ensures that Kamdhenu maintains high-quality standards while continuously improving its products and services to meet customer needs.

Under his guidance, the Company has strengthened its presence in the market, adopted new technologies, and focused on sustainable business practices. His dedication and commitment help Kamdhenu move forward with a clear vision for the future.

Shri Sunil Agarwal's leadership continues to be a valuable asset to Kamdhenu Limited, driving excellence and growth while maintaining the Company's core values of trust and quality.

#### II. Past Remuneration:

During the financial year 2024-25, Shri Sunil Kumar Agarwal was paid managerial remuneration of ₹ 2,88,19,000/- (Rupees Two Crores Eighty Eight Lakhs Nineteen Thousand only).

## NOTICE (Contd.)

### III. Recognition or Awards:

Shri Sunil Kumar Agarwal has been winning awards year on year. The notable awards won by him are:

- Leadership Excellence for Best Business Practices-2023.
- Bhartiya Mahantam Vikas Puraskar 2021-22.
- The Extraordinaire- Brand by Brand Vision Summit, 2023

### IV. Job profile and his suitability:

overall control and supervision of the operations and branding, promotions and marketing activities of the Company subject to and in coordination with the Chairman of the Company and its Board of Directors.

### V. Remuneration Proposed:

Remuneration as mentioned below in the table

Period	Remuneration
1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027	₹ 40,00,000/- per month
1 <sup>st</sup> April, 2027 to 31 <sup>st</sup> March, 2028	₹ 45,00,000/- per month
1 <sup>st</sup> April, 2028 to 31 <sup>st</sup> March, 2029	₹ 50,00,000/- per month

Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month, with effect from 1<sup>st</sup> April, 2026 for the said tenure.

### VI. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Though direct comparable data could not be obtained, however, remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the steel sector and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 11<sup>th</sup> August, 2025. The profile of Shri Sunil Kumar Agarwal, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration with the remuneration packages paid to their similar counterparts in other companies.

### VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed, Shri Sunil Kumar Agarwal does not have any pecuniary relationship with the Company. Shri Sunil Kumar Agarwal, Whole-time Director is brother of Shri Satish Kumar Agarwal and also related to Shri Sachin Agarwal and Shri Saurabh Agarwal, Directors of the Company.

Shri Sunil Kumar Agarwal individually holds 1,67,94,900 number of equity shares in the Company as on the date of this notice.

## C. OTHER INFORMATION:

### I. Reasons of loss or inadequate profits:

The Company is a profits making entity. However, the appointment is for a term of three years commencing 1<sup>st</sup> April, 2026 and the future trend in the profitability will largely depend on business environment in the domestic markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may exceed during the term of appointment.

### II. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

However, for improving the financial position of the Company and other factors which could affect the financial position of the Company, several steps have been taken by the Company including expansion of production capacity of Steel Products through franchisee route, which is in addition of the Company's own manufacturing unit. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization



## NOTICE (Contd.)

of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

As evident from the below financials, the Company has been improving its financial position:

	(₹ in Lakhs)	
	2024-25	2023-24
Revenue	74,748.87	72,470.69
Profit Before Tax (PBT)	8,040.09	6,692.12
Profit Before Tax		
Profit After Tax (PAT)	6,086.74	5,013.35

The Company has earned the profit of ₹ 60.86 Crores during FY 2024-25 and Company is expected to do well in the subsequent years.

### D. OTHER DISCLOSURES

#### I. Disclosures with respect to Corporate Governance Report.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Corporate Governance Report, attached to in this Annual Report.

#### II. Disclosure as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards Issued by ICSI.

<b>Name of Director</b>	Shri Sunil Kumar Agarwal
<b>Date of First Appointment</b>	01 <sup>st</sup> January, 2003
<b>Age</b>	68 Years
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	Mentioned above in Information about appointee.
<b>Qualification</b>	B.E. (Chemical) from HBTI Kanpur
<b>Terms and Conditions of appointment/re-appointment</b>	Re-appointment as Whole-time Director of the Company for the further period of 3 (three) years w.e.f. 1 <sup>st</sup> April, 2026 upto 31 <sup>st</sup> March, 2029 and liable to retire by rotation in terms of Section 152, 196, 197 and 203 of the Companies Act, 2013.
<b>Skills and Capabilities</b>	The necessary skills and capabilities required for the role is been possessed by Shri Sunil Kumar Agarwal.
<b>Proposed Remuneration</b>	Remuneration at a pay scale of ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for 1 <sup>st</sup> year, 2 <sup>nd</sup> year and 3 <sup>rd</sup> year respectively and perquisites and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- per month is proposed to be paid.
<b>Past Remuneration drawn</b>	During the financial year 2024-25, Shri Sunil Kumar Agarwal was paid managerial remuneration of ₹ 2,88,19,000/- (Rupees Two Crores Eighty Eight Lakhs Nineteen Thousand only)
<b>Shareholding in the Company as on the date of Notice (self and beneficial basis)</b>	1,67,94,900 Equity Shares of having face value of ₹ 1/- each in individual capacity.
<b>Inter-se relationship between Director/Manager and other KMPs</b>	Shri Sunil Kumar Agarwal is brother of Shri Satish Kumar Agarwal, CMD and is also related to Shri Saurabh Agarwal and Shri Sachin Agarwal, Directors of the Company.
<b>Number of Meeting attended during the year</b>	Details w.r.t. the number of Board and Committee meetings attended by Shri Sunil Kumar Agarwal has been provided in Corporate Governance Report for the financial year 2024-25.

## NOTICE (Contd.)

<b>Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.</b>	Shri Sunil Kumar Agarwal is Whole-time Director of Kamdhenu Limited and Chairman & Non- Executive Director of Kamdhenu Ventures Limited  <b>Details of Committee is depicted below:</b>  Audit Committee – Kamdhenu Limited  CSR Committee – Kamdhenu Limited  Risk Management Committee - Kamdhenu Limited and Kamdhenu Ventures Limited.  Shri Sunil Kumar Agarwal has not resigned from any Listed Entity in preceding three years.
<b>Directorships other than listed Company</b>	<ul style="list-style-type: none"> <li>- Radhey Bio. Tech Private Limited</li> <li>- Kamdhenu Metallic Industries Limited</li> <li>- Kamdhenu Colour and Coatings Limited</li> <li>- Kamdhenu Global Alliance Limited</li> <li>- Kamdhenu Jeevandhara Foundation</li> </ul>
<b>Stock Option</b>	No stock options granted during the FY 2024-25

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures.

Keeping in view that Shri Sunil Kumar Agarwal will attain the age of 70 years during this tenure and he has been involved in the operations of the Company from more than 20 years, it would be in the interest of the Company to continue the employment of Shri Sunil Kumar Agrawal as Whole Time Director beyond the age of 70 years. Accordingly, approval of members by way of a Special Resolution is also sought under section 196(3) of the Companies Act, 2013.

Shri Sunil Kumar Agarwal is not disqualified from being re-appointed as a Whole Time Director in terms of Section 164 of the Act and not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority.

As per proviso to Section 196(2) of the Companies Act, 2013, no re-appointment of Whole Time Director shall be made earlier than one year before the expiry of his term, the proposed re-appointment of Shri Sunil Kumar Agarwal is in compliance with the said provision.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, wherever applicable, the Board of Directors recommends the resolution as set out at item no. 6 of this Notice, for approval of the members by way of a Special Resolution.

Approval of members is also sought in terms of Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, for the remuneration payable to him (as set out in resolution mentioned at Item No 6) in excess of 5% of Net Profit calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Relevant documents referred to in this Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours from 10:00 A.M. to 4: 00 P.M. on all working days (except Saturday & Sunday), till the last date of remote e-voting.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No. 6 of the accompanying Notice, except to the extent of their shareholding.





## NOTICE (Contd.)

### Item No. 7

The Shareholders of the Company at their 28<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2022, had approved the re-appointment of Shri Sachin Agarwal as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2026.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to the approval of shareholders, in their meeting held on 11<sup>th</sup> August, 2025 has re-appointed Shri Sachin Agarwal as Whole-time Director, liable to retire by rotation, for a further period of three years, which would be commencing from the next day of expiry of current term i.e. from 1<sup>st</sup> April, 2026 and till 31<sup>st</sup> March, 2029, at a remuneration as mentioned below in the table:

Period	Remuneration
1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027	₹ 40,00,000/- per month
1 <sup>st</sup> April, 2027 to 31 <sup>st</sup> March, 2028	₹ 45,00,000/- per month
1 <sup>st</sup> April, 2028 to 31 <sup>st</sup> March, 2029	₹ 50,00,000/- per month

Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month, with effect from 1<sup>st</sup> April, 2026 for the said tenure.

The Board of Directors (hereinafter referred to as "the Board" which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) are authorized to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance to the provisions of the Companies Act, 2013 read with Schedule-V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, as may be agreed to between the Board of Directors and Shri Sachin Agarwal.

A copy of the agreement entered into between Shri Sachin Agarwal and the Company in terms of Section 190 of the Companies Act, 2013 is available at the Registered Office of the Company for inspection on any working day (except Saturday & Sunday) during normal working hours of the Company.

Further with respect to the re-appointment of Shri Sachin Agarwal as Whole-time Director, liable to retire by rotation, the Company has received the following documents;

- Consent to act as Whole Time Director of the Company;
- Notice in writing under Section 160 of the Companies Act, 2013;
- Disclosure in terms of Section 184 of the Companies Act, 2013, in form MBP-1;
- Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Whole-time Director (WTD) in the Company, if appointed as WTD;
- Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20<sup>th</sup> June, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

In the event of any inadequacy or absence of profits in any financial year the remuneration payable to him would be the same as mentioned in the resolution, as set out at item No. 7 and the validity of this resolution shall be as per Section II Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the following information may also be taken note of with regard to the appointment/remuneration of Shri Sachin Agarwal in terms of Schedule V of the Act and in compliance with the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and Secretarial Standards issued by the Institute of Company Secretaries of India, are as under:

## NOTICE (Contd.)

### A. GENERAL INFORMATION

#### I. Nature of Industry:

The Company is engaged in the business of manufacturing of Steel and TMT Bars through own manufacturing unit and also through Franchisee model since September, 1994.

#### II. Date of commencement of commercial production:

The Company's operation for manufacturing the Steel and TMT bars is in operation since September, 1994.

#### III. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

#### IV. Financial indicators:

Set out in detail in the financial statements which form part of the Annual Report being sent to the members.

#### V. Foreign investments or collaborations, if any:

The Company had issued 2097200 warrants convertible into equal number of Equity Shares at a price of ₹ 353 per warrant to Foreign Portfolio Investor ("FPI"). Company had received 25% amount at the time of allotment of warrant. During the financial year Company had allotted shares to below mentioned FPI upon conversion of warrant into Equity:

Sr. No.	Name of FPI	Number of Warrants allotted	Number of Equity shares allotted	Total Amount received
1	Minerva Ventures Fund	8,97,200	2,00,000	₹ 7,06,00,000
2	Ariston Capital Limited	2,00,000	10,00,000*	₹ 3,53,00,000
3	Arrow Emerging Opportunities Fund Limited	5,00,000	30,00,000*	₹ 10,59,00,000

\*No. of equity shares allotted, upon conversion of warrants after considering the effect of sub-division in Nominal Value of the Company's Equity Shares from ₹ 10/- each to ₹ 1/- each.

### B. INFORMATION ABOUT THE APPOINTEE

#### I. Background details:

Shri Sachin Agarwal is an integral part of the Board of Directors at Kamdhenu Limited. With his strong business expertise and strategic thinking, he plays a key role in driving the Company's growth and success.

With 23 years of experience in the steel and construction industry, Shri Agarwal has contributed significantly to Kamdhenu's expansion and plant operations of Bhiwadi unit. His deep understanding of market trends and consumer needs helps the Company develop innovative and high-quality products.

He is deeply involved in key business decisions, ensuring that the Company continues to maintain its industry leadership. His focus on operational efficiency, product excellence, and customer satisfaction has strengthened Kamdhenu's reputation in the market.

Under his leadership, the Company continues to explore new opportunities, invest in advanced technologies, and improve its manufacturing processes. His commitment to innovation and ethical business practices has been a driving force behind Kamdhenu's continued success.

Shri Sachin Agarwal's contributions remain essential to Kamdhenu Limited's vision for sustainable growth, excellence, and leadership in the industry.

#### II. Past Remuneration:

During the financial year 2024-25, Shri Sachin Agarwal was paid managerial remuneration of ₹ 2,88,19,000/- (Rupees Two Crores Eighty Eight Lakhs Nineteen Thousand only).



## NOTICE (Contd.)

### III. Recognition or Awards:

Under the guidance of Shri Satish Kumar Agarwal, Shri Sachin Agarwal, has won the awards year on year. The notable awards won are:

- NCR Leadership Award 2024.
- India's 20 Most Desirable Power Brands by Power Brands.
- Indian Greatest Brands 2021-22.
- Most trusted Steel Brand of the Year 2023.

### IV. Job profile and his suitability: Overall control and supervision of the operations and branding, promotions and marketing activities of the Company subject to and in coordination with the Chairman of the Company and its Board of Directors.

### V. Remuneration Proposed: Remuneration as mentioned below in the table

Period	Remuneration
1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March, 2027	₹ 40,00,000/- per month
1 <sup>st</sup> April, 2027 to 31 <sup>st</sup> March, 2028	₹ 45,00,000/- per month
1 <sup>st</sup> April, 2028 to 31 <sup>st</sup> March, 2029	₹ 50,00,000/- per month

Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month, with effect from 1<sup>st</sup> April, 2026 for the said tenure.

### VI. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Though direct comparable data could not be obtained, however, the remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the steel sector and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 11<sup>th</sup> August, 2025. The profile of Shri Sachin Agarwal, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration with the remuneration packages paid to their similar counterparts in other companies.

### VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed, Shri Sachin Agarwal does not have any pecuniary relationship with the Company. Shri Sachin Agarwal, Whole-Time Director is son of Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company and brother of Shri Saurabh Agarwal and also related to Shri Sunil Kumar Agarwal, Director of the Company.

Shri Sachin Agarwal individually holds 1,95,01,440 number of equity shares in the Company as on the date of this notice.

## C. OTHER INFORMATION:

### I. Reasons of loss or inadequate profits:

The Company is profits making entity. However, the appointment is for a term of three years commencing 1<sup>st</sup> April, 2026 and the future trend in the profitability will largely depend on business environment in the domestic markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may exceed during the term of appointment.

## NOTICE (Contd.)

### II. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

However, for improving the financial position of the Company and other factors which could affect the financial position of the Company, several steps have been taken by the Company including expansion of production capacity of Steel Products through franchisee route, which is in addition of the Company's own manufacturing unit. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

As evident from the below financials, the Company has been improving its financial position:

	(₹ in Lakhs)	
	2024-25	2023-24
Revenue	74,748.87	72,470.69
Profit Before Tax (PBT)	8,040.09	6,692.12
Profit Before Tax		
Profit After Tax (PAT)	6,086.74	5,013.35

The Company has earned the profit of ₹ 60.86 Crores during FY 2024-25 and Company is expected to do well in the subsequent years.

### D. OTHER DISCLOSURES

#### I. Disclosures with respect to Corporate Governance Report.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Corporate Governance Report, attached to in this Annual Report.

#### II. Disclosure as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards Issued by ICSI.

<b>Name of Director</b>	Shri Sachin Agarwal
<b>Date of First Appointment</b>	14 <sup>th</sup> April, 2007
<b>Age</b>	47 Years
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	Mentioned above in Information about appointee.
<b>Qualification</b>	BE in Industrial Engineering from R.V. College of Engineering, Bengaluru and MBA degree in International Management from UK
<b>Terms and Conditions of appointment/re-appointment</b>	Re-appointment as Whole-time Director of the Company for the further period of 3 (three) years w.e.f. 1 <sup>st</sup> April, 2026 upto 31 <sup>st</sup> March, 2029 (both days inclusive) and liable to retire by rotation in terms of Section 152, 196, 197 and 203 of the Companies Act, 2013.
<b>Skills and Capabilities</b>	The necessary skills and capabilities required for the role is been possessed by Shri Sachin Agarwal.
<b>Proposed Remuneration</b>	Remuneration at a pay scale of ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for 1 <sup>st</sup> year, 2 <sup>nd</sup> year and 3 <sup>rd</sup> year respectively and perquisites and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- per month is proposed to be paid.
<b>Past Remuneration drawn</b>	During the financial year 2024-25, Shri Sachin Agarwal was paid managerial remuneration of ₹ 2,88,19,000/- (Rupees Two Crores Eighty Eight Lakhs Nineteen Thousand only)



## NOTICE (Contd.)

<b>Shareholding in the Company as on the date of Notice (self and beneficial basis)</b>	1,95,01,440 Equity Shares of having face value of ₹ 1/- each in his individual capacity.
<b>Inter-se relationship between Director/Manager and other KMPs</b>	Shri Sachin Agarwal, Whole-Time Director is son of Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company and brother of Shri Saurabh Agarwal and also related to Shri Sunil Kumar Agarwal, Director of the Company.
<b>Number of Meeting attended during the year</b>	Details w.r.t. the number of Board and Committee meetings attended by Shri Sachin Agarwal has been provided in Corporate Governance Report for the financial year 2024-25.
<b>Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.</b>	Shri Sachin Agarwal is Whole-time Director of Kamdhenu Limited and Non- Executive Director of Kamdhenu Ventures Limited.  <b>Details of Committee is depicted below:</b>  <b>Stakeholder Relationship Committee – Kamdhenu Limited</b> Shri Sachin Agarwal has not resigned from any Listed Entity in preceding three years.
<b>Directorships other than listed Company</b>	<ul style="list-style-type: none"> <li>- Kamdhenu Global Alliance Limited</li> <li>- Kamdhenu Metallic Industries Limited</li> <li>- Kamdhenu Colour and Coatings Limited</li> </ul>
<b>Stock Option</b>	No stock options granted during the FY 2024-25

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures.

Shri Sachin Agarwal is not disqualified from being re-appointed as a Whole-Time Director in terms Section 164 of the Act and not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority

As per proviso to Section 196(2) of the Companies Act, 2013, no re-appointment of Whole-Time Director shall be made earlier than one year before the expiry of his term, the proposed re-appointment of Shri Sachin Agarwal is in compliance with the said provision.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, wherever applicable, the Board of Directors recommends the resolutions as set out at item no. 7 of this Notice, for approval of the members by way of a Special Resolution.

Approval of members is also sought in terms of Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, for the remuneration payable to him (as set out in resolution mentioned at Item No 7) which is in excess of 5% of Net Profit calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Relevant documents referred to in this Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours from 10:00 A.M. to 4: 00 P.M. on all working days (except Saturday & Sunday), till the last date of remote e-voting.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No. 7 of the accompanying Notice.

### Item No. 8

Shri Baldev Raj Sachdeva (DIN: 00016325) was appointed as an Independent Director on the Board of the Company for the first term of 3 (three) consecutive years w.e.f. 2<sup>nd</sup> May, 2023 to 1<sup>st</sup> May, 2026 pursuant to the provisions of

## NOTICE (Contd.)

Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company up to 1<sup>st</sup> May, 2026 ("first term" in accordance with the explanation to Sections 149(10) and 149(11) of the Act).

The Board of Directors on the recommendation of Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Director and considering his skills, enriched experience, functional expertise and knowledge, being key requirement for this role, has recommended re-appointment of Shri Baldev Raj Sachdeva for a second term of 5 (Five) consecutive years w.e.f. 2<sup>nd</sup> May, 2026 till 1<sup>st</sup> May, 2031 on the Board of the Company.

Shri Baldev Raj Sachdeva is a seasoned corporate legal expert with over 35 years of experience in Corporate Secretarial practices, Legal Advisory, Industrial Laws, Arbitration, and Business Laws. As a Fellow Company Secretary and a registered Insolvency Professional, he has worked across both industry and professional practice, advising prominent business groups on a wide array of legal and regulatory matters.

He has actively contributed to policy and industry dialogue as a former member of the Corporate Law, Law & Justice, and Capital Market Committees of the PHD Chamber of Commerce & Industry and NRC Chamber of Commerce, New Delhi.

Shri Sachdeva's expertise spans Indian and British Corporate Law, Direct and Indirect Taxation, Arbitration, and Commercial Law. He is also associated with several prestigious institutions, including:

- Indian Council of Arbitration (FICA)
- International Centre for Alternate Dispute Resolution (ICADR)
- All India Management Association (MIMA)
- Institute of Management Consultants of India (MIMC)
- Bar Council of Delhi and Supreme Court Bar Association
- Registered Member, Trade Marks Authority – Mumbai

He currently practices as an Insolvency Professional, Registered Valuer, and Advocate, continuing to serve clients with deep legal insight and practical business solutions.

Shri Baldev Raj Sachdeva fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further, in terms of Section 149 and other applicable provisions of the Act, Shri. Baldev Raj Sachdeva, being eligible and offers himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years w.e.f. 2<sup>nd</sup> May, 2026 up to 1<sup>st</sup> May, 2031.

The Company has received the following documents in relation to his appointment;

- 1) Notice in writing in terms of Section 160 of the Companies Act, 2013;
- 2) Consent to act as director of the Company, in the stipulated form DIR-2;
- 3) Disclosure in terms of Section 184 of the Companies Act, 2014, in form MBP-1;
- 4) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Director in the Company, if appointed as Independent Director;
- 5) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20<sup>th</sup> June, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.
- 6) Declarations that he meets the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended and has also confirmed that he is the registered member of Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).





## NOTICE (Contd.)

The Board has ensured that there is an appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Shri Baldev Raj Sachdeva will be entitled to receive sitting fees for attending the Committee and Board Meetings of the Company as may be decided by the Board of Directors of the Company from time to time.

Further, Shri Baldev Raj Sachdeva has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

In the opinion of the Nomination and Remuneration Committee and Board of Directors, Shri Baldev Raj Sachdeva fulfills the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the management.

Copy of the draft letter for appointment of Shri Baldev Raj Sachdeva as an independent director setting out the terms and conditions is available for inspection at the registered office of the Company by any member during normal business hours and will also be posted on the Company's website.

**Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:**

<b>Name of Director</b>	Shri Baldev Raj Sachdeva
<b>Date of First Appointment on the Board of the Company</b>	2 <sup>nd</sup> May, 2023
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	<p>Shri Baldev Raj Sachdeva is a seasoned corporate legal expert with over 35 years of experience in Corporate Secretarial practices, Legal Advisory, Industrial Laws, Arbitration, and Business Laws. As a Fellow Company Secretary and a registered Insolvency Professional, he has worked across both industry and professional practice, advising prominent business groups on a wide array of legal and regulatory matters.</p> <p>He has actively contributed to policy and industry dialogue as a former member of the Corporate Law, Law &amp; Justice, and Capital Market Committees of the PHD Chamber of Commerce &amp; Industry and NRC Chamber of Commerce, New Delhi.</p> <p>Shri Sachdeva's expertise spans Indian and British Corporate Law, Direct and Indirect Taxation, Arbitration, and Commercial Law. He is also associated with several prestigious institutions, including:</p> <ul style="list-style-type: none"> <li>• Indian Council of Arbitration (FICA)</li> <li>• International Centre for Alternate Dispute Resolution (ICADR)</li> <li>• All India Management Association (MIMA)</li> <li>• Institute of Management Consultants of India (MIMC)</li> <li>• Bar Council of Delhi and Supreme Court Bar Association</li> <li>• Registered Member, Trade Marks Authority – Mumbai</li> </ul> <p>He currently practices as an Insolvency Professional, Registered Valuer, and Advocate, continuing to serve clients with deep legal insight and practical business solutions.</p>
<b>Age</b>	62 Years
<b>Qualification</b>	Company Secretary, B.Com, LL.B, Diploma Financial Management, Member of Indian Management Association, Member of Management Consultants of India, Member of Council of Arbitration, Chartered Secretary (London-UK) Insolvency Professional-IBBI, Registered Valuer - IBBI.
<b>Terms and Conditions of appointment/ re-appointment</b>	Re-appointment for the second term of consecutive 5 years from 2 <sup>nd</sup> May, 2026 to 1 <sup>st</sup> May, 2031 (both days inclusive).
<b>Skills and Capabilities</b>	The necessary skills and capabilities required for the role is been possessed by Shri Baldev Raj Sachdeva.

## NOTICE (Contd.)

<b>Proposed Remuneration</b>	Sitting Fees
<b>Past Remuneration drawn</b>	No remuneration was drawn by Shri Baldev Raj Sachdeva in the previous financial year except the Sitting fees details of which is provided under Corporate Governance Report for financial year 2024-25.
<b>Shareholding in the Company as on the date of Notice (self and beneficial basis)</b>	Nil.
<b>Inter-se relationship between Director/Manager and other KMPs</b>	Shri Baldev Raj Sachdeva is not related to any Director, Manager or Key Managerial Personnel of the Company.
<b>Number of Meeting attended during the year</b>	Details w.r.t. the number of Board and Committee meetings attended by Shri Baldev Raj Sachdeva has been provided in Corporate Governance Report for financial year 2024-25.
<b>Names of listed entities in which they also holds the directorship and the membership of Committees of the board</b>	<b>Directorship</b> Kamdhenu Limited <b>Committees</b> <u><b>Kamdhenu Limited:</b></u> Nomination and Remuneration Committee (Chairman) Stakeholder Relationship Committee (Chairman) Audit Committee (Member) Risk Management Committee (Member)
<b>Details of listed entities from which they has resigned in the past three years.</b>	Shri Baldev Raj Sachdeva has not resigned from any Listed Entity in preceding three years.
<b>Directorships other than listed Company</b>	<ul style="list-style-type: none"> <li>- Business Shoppe India Private Limited</li> <li>- Lexmark Corporate Services Private Limited</li> <li>- NSIPL Softtech Private Limited</li> <li>- Nirvana Solutions India Private Limited</li> <li>- NSIPL Infotech India Private Limited</li> </ul>
<b>Stock Option</b>	No stock options granted during the financial year 2024-25.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Accordingly, the re-appointment of Shri Baldev Raj Sachdeva requires the approval of the Members by way of a Special Resolution.

The Board considers that Shri Baldev Raj Sachdeva continued association would immensely benefit the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board of Directors recommends the resolution set forth in Item No. 8 for the approval of Members by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Shri Baldev Raj Sachdeva, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

### ITEM NO. 9

In terms of the amended provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') vide SEBI Notification dated 12<sup>th</sup> December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act'), the Company can appoint or reappoint a Secretarial Audit firm as Secretarial Auditors' for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

Further, such Secretarial Auditors' must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.



## NOTICE (Contd.)

In light of the aforesaid provision, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing, efficiency of the audit teams and independence, has recommended the appointment of M/s. Chandrasekaran Associates, Company Secretaries, ("CACS") as the Secretarial Auditors' of the Company for a for a period of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

The fee proposed to be paid to CACS for the secretarial audit for the financial year ending 31<sup>st</sup> March, 2026, is ₹ 4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and out of pocket expenses. The proposed fee is exclusive of costs for other permitted services which could be availed by the Company from CACS. The remuneration to be paid to Secretarial Auditors for the remaining term i.e. from Financial Year 2026-27 to Financial Year 2029-30 shall be mutually agreed between the Board, based on recommendation(s) of the Audit Committee, and the Secretarial Auditors, from time to time. The remuneration for Financial Year 2026-27 to the Financial Year 2029-30 shall be decided considering changes in scope of audit and to meet inflationary costs of providing the audit service.

CACS located in the political capital of India, New Delhi, is a firm of Company Secretaries having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters.

The firm has been providing consultancy and Secretarial Audit to reputed multinational companies, listed companies including part of NIFTY50 / SENSEX and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Travel, Food, Hospital, Pharma, Media, Tobacco, Housing Finance, Banking, REIT, INVITS etc.

CACS is a focused community of experienced and trained professionals, who directly handle all projects. CACS's team is equipped with necessary infrastructure and network to carry out services effortlessly and on time. Known for its client-centric approach and commitment to high standards, CACS offers tailored solutions to help businesses navigate the dynamic regulatory landscape in India effectively.

CACS has given its consent to act as the Secretarial Auditors', confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors'.

Accordingly, the approval of the members is sought for the above appointment by means of an Ordinary Resolution. The Board recommends the aforesaid appointment for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 9 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
KAMDHENU LIMITED**

Date : 11<sup>th</sup> August, 2025  
Place: Gurugram

Sd/-  
**Khem Chand**  
Company Secretary & Compliance Officer  
FCS: 10065

**Registered Office:**

Kamdhenu Limited  
CIN: L27101HR1994PLC092205  
2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram - 122002 Haryana, India  
Telephone No.: 0124-4604500  
Email : [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com)  
Website : [www.kamdhenulimited.com](http://www.kamdhenulimited.com)



## NOTICE (Contd.)

**ADDITIONAL INFORMATION OF SHRI SAURABH AGARWAL, DIRECTOR RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015, AS AMENDED AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA, ARE AS UNDER:**

**Name of the Director:** Shri Saurabh Agarwal

**Brief Resume & Experience:** Shri Saurabh Agarwal, aged 50 years, holds B.E. (Mechanical) degree from R.V. College of Engineering, Bangalore. He has been associated with Kamdhenu Limited since 1998 in different capacities and went on to become 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.

**Age:** 50 Years

**Date of First Appointment:** 1<sup>st</sup> January, 2003

**Qualification:** B.E.(Mech.) from R.V. College of Engineering, Bengaluru.

**Nature of expertise in specific functional areas:** BE Mechanical from R.V. College of Engineering, Bengaluru, having technical expertise in plant operations.

**Terms and Conditions of appointment/re-appointment:** Re-appointment as Director of the Company, liable to retire by rotation, offers himself for re-appointment as such under sec 152(6) of Companies Act 2013.

**Remuneration Drawn:** Sitting Fees.

**Shareholding:** 2,16,03,140 Equity Shares having face value of ₹ 1/- each.

**Inter-se relationship between Director/Manager and other KMPs:** Shri Saurabh Agarwal is son of Shri Satish Kumar Agarwal, Chairman & Managing Director, brother of Shri Sachin Agarwal, Whole-time Director and is also related to Shri Sunil Kumar Agarwal, Whole-time Director of the Company.

**Number of board Meeting attended during the year:** Details w.r.t. the number of Board and Committee meetings attended by Shri Saurabh Agarwal has been provided in Corporate Governance Report, which forms a part of Annual Report 2024-25.

**Names of listed entities in which they also hold the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years:**

Name of Listed Company	Designation
Kamdhenu Ventures Limited	Managing Director
Kamdhenu Limited	Non-Executive & Non – Independent Director

### Committee Position

#### Kamdhenu Ventures Limited:

Audit Committee-Member

Stakeholder Relationship Committee- Member

Risk management Committee- Member

#### Kamdhenu Limited:

Nomination & Remuneration Committee-Member

Stakeholder Relationship Committee- Member

Shri Saurabh Agarwal has not resigned from any Listed Company in preceding three years.



## NOTICE (Contd.)

### Directorships other than listed Company as on 31<sup>st</sup> March, 2025:

- Radhey Bio. Tech Private Limited
- Kamdhenu Metallic Industries Limited
- Kamdhenu Colour and Coatings Limited
- Kamdhenu Global Alliance Limited

**Stock Option:** No stock options granted during the financial year 2024-25.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
KAMDHENU LIMITED**

Sd/-

**Khem Chand**

Company Secretary & Compliance Officer  
FCS: 10065

Date : 11<sup>th</sup> August, 2025  
Place: Gurugram

### Registered Office:

Kamdhenu Limited  
CIN: L27101HR1994PLC092205  
2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram - 122002 Haryana, India  
Telephone No.: 0124-4604500  
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Website : [www.kamdhenulimited.com](http://www.kamdhenulimited.com)

