

KAMDHENU LIMITED

[CIN: L27101HR1994PLC092205]

Regd. Office: 2nd Floor, Tower-A, Building No. 9,
DLF Cyber City, Phase-III, Gurugram-122002, Haryana

Phone: 0124-4604500 (30 Lines)

E-mail: cs@kamdhenulimited.com,

Website: www.kamdhenulimited.com



NOTICE OF 01/2023-24 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2023-24 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Kamdhenu Limited (“the Company”) will be held on Thursday, the 8th day of February, 2024 at 11:00 A.M (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses:

SPECIAL BUSINESSES:

- 1. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), (including any statutory modification(s) or re-enactment(s) thereof from time to time) and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only) Convertible Warrants (“**Warrants**”) fully paid up in cash, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted 1 (one) Equity Share of face value of Rs. 10/- (Rupees Ten only) of the Company each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice, at an issue price of Rs. 353/- (Rupees Three Hundred and Fifty Three Only) (including premium of Rs. 343/- each) or such other price as may further be ascertained by the Statutory

or Regulatory Authorities, (hereinafter referred to as the “Warrant Issue Price”), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Non-Promoters entities/individuals (hereinafter referred to as the “Proposed Allottees”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the “Proposed Allottees” as detailed herein below:

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
(A)	Public – Individuals	
1	Diwakar Aggarwal	2,00,000
2	Advik Gaur	1,70,000
3	Shekhar Jalan	1,16,400
4	Navneet Jain	1,16,400
5	Vipil Agarwal	50,000
Total (A)		6,52,800
B	Public – FPIs	
1	Minerva Ventures Fund	8,97,200
2	NAV Capital VCC - NAV Capital Emerging Star Fund	5,00,000
3	Arrow Emerging Opportunities Fund Limited	5,00,000
4	Ariston Capital Limited	2,00,000
Total (B)		20,97,200
Grand Total (A+B)		27,50,000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants is **Tuesday, 9th January, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed at the 01/2023-24 Extra - Ordinary General Meeting i.e. **Thursday, 8th February, 2024**.

b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.

c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.



e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants and upon exercise of the conversion option by Proposed Allottees, the company shall issue and allot appropriate number of Equity Shares ("Resulting Equity Shares") and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.

g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

h) The said Warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.

m) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Board is hereby authorized to accept such amendments, modifications, variations and alterations as the Government of India, SEBI, Reserve Bank of India, Financial Institutions, or Stock Exchanges may stipulate in that behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized to allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.



RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allotees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue, issue price, relevant date for issue etc.) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/ Resulting Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

2. APPOINTMENT OF SHRI VIVEK JINDAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to and in compliance with the provisions of Sections 149, 150, 152, 160 and 161 of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of these statutes and the applicable provisions of other applicable statutes, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approvals and recommendation of the Nomination & Remuneration Committee and Board of Directors, Shri Vivek Jindal (DIN: 02714354), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from 13th January, 2024 and in respect of whom a notice has been received from himself signifying his candidature for the office of an Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013 along with a declaration to the effect that he fulfills the criteria for Independence as laid down under the Companies Act, 2013 read with the SEBI Listing Regulations and a declaration to the effect that he is registered with the Independent Director databank maintained by the Indian Institute of Corporate Affairs (“IICA”) and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, of the Company for a first term of 5 (Five) consecutive years from the date of appointment i.e. 13th January, 2024 till 12th January, 2029.



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), be and is hereby authorised 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**

**Sd/-
Khem Chand
Company Secretary & Compliance Officer
ICSI Membership No. : FCS 10065**

Date: 13th January, 2024
Place: Gurugram, Haryana

CIN: L27101HR1994PLC092205

Regd. Office: 2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram, Haryana-122002, **Phone:** 0124-4604500 (30 Lines)
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NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as '**Circulars**') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. Since the EGM is being held in accordance with the Circulars through VC/OAVM, where physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM, Accordingly, the Proxy Form, Attendance Slip and Route Map of the EGM are not annexed to the Notice.
3. Pursuant to 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), the company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Mas Services Ltd, a SEBI registered Registrar and TransferAgent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
4. Notice of the meeting is being sent to all such Equity Shareholders who hold shares as on the closure of business hours on Friday, 12th January, 2024. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e Thursday, 1st February, 2024 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
5. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. 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 EGM 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:

- a. Members holding shares in physical form 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 cs@kamdhenulimited.com or to the RTA at inward.ris@kfintech.com.
 - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
6. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at shashikant@cacsindia.com, rupesh@cacsindia.com.
 7. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
 8. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Monday, 5th February, 2024 at 9:00 A.M. IST
End of remote e-voting	Wednesday, 7th February, 2024 at 5:00 P.M. IST

9. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.
10. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
11. In the case of joint holders, the Member 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 EGM.
12. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	Website
Kamdhenu Limited	www.kamdhenulimited.com
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
NSDL (agency for providing the Remote e-Voting facility)	www.evoting.nsdl.com

13. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Mr. Khem Chand, Company Secretary & Compliance Officer of the Company at cs@kamdhenulimited.com

14. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal, (ACS 16302 & CP No. 5673), Mr. Shashikant Tiwari, Partner, (FCS 11919 & CP No. 13050) failing him, Mr. Lakhan Gupta (FCS 12682 & CP No. 26704), Partner Chandrasekaran Associates, Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
15. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or 3 (three) days in terms of the Act (whichever is earlier) from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
16. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.kamdhenulimited.com and on the website of NSDL at www.evoting.nsdl.com.
17. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

Instructions:

1. Pursuant to the Circulars, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first-come-first-served basis.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday, 5th February, 2024 at 09:00 A.M. (IST)** and ends on **Wednesday, 7th February, 2024 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Thursday, 1st February, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, 1st February, 2024**.

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 December 9, 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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under</p>

	<p>'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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

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.

4. Your User ID details are given below the **EVEN for EGM is 127531** :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	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) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 127531 then user ID is 127531001***

5. 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.**

6. 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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in 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.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: 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 with a copy marked to evoting@nsdl.co.in 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.co.in.

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.

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 . 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, 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 at least 72 hours in advance before the start of the meeting i.e. by Monday, 5th February, 2024 by 11:00 A.M(IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.
6. 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 EGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@kamdhenulimited.com) latest by 5th February, 2024. The same will be replied by the company suitably.

**By Order of the Board of Directors of
Kamdhenu Limited**

**Sd/-
Khem Chand
Company Secretary & Compliance Officer
ICSI Membership No. : FCS 10065**

Date: 13th January, 2024
Place: Gurugram, Haryana

CIN: L27101HR1994PLC092205

Regd. Office: 2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram, Haryana-122002, **Phone:** 0124-4604500 (30 Lines)
E-mail: cs@kamdhenulimited.com **Website:** www.kamdhenulimited.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1 AND 2.

ITEM NO. 1:

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations" or "SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed ("Stock Exchanges") and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"); and the Memorandum and Articles of Association of the Company, approval of Shareholders of the Company by way of Special Resolution is required, based on the recommendation and approval of Board of Directors in their meeting held on 13th January, 2024, to create, offer, issue and allot, up to maximum of 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only) Warrants, convertible into equivalent number of equity shares of the Company, on preferential basis, at an issue price of Rs. 353/- (Rupees Three Hundred and Fifty Three Only) (including premium of Rs. 343/- each) or such other price as may be ascertained by the Statutory or Regulatory Authorities (hereinafter referred to as the "**Warrant Issue Price**")", determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, or such other price (hereinafter after referred to as "**the Preferential Issue**").

Since, the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are set forth below:

1. The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.



2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on 13th January, 2024, had approved the issue of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only) convertible warrants at an issue price of Rs. 353/- (Rupees Three Hundred and Fifty Three Only) (including premium of Rs. 343/- each) or such other price as may be ascertained by the Statutory or Regulatory Authorities, to the entities/individuals belonging to Non Promoter category, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

S.No.	Particulars	Amount (Rs. In Crore)	Timeline* (Tentative)
1	Acquiring stake strategically and/or investments in some of the franchisee units so as to remodel the franchisee business of the Company.	35.00	31.12.2025
2	Capital expenditure in existing manufacturing unit and/or acquiring & setting up of new office premises.	14.00	31.12.2025
3	Investments in existing and/or new business ventures in India and/or overseas for diversification.	14.00	31.12.2025
4	Enhancing and strengthening the brand position and corporate image to leverage the overall brand premium.	10.00	31.12.2025
5	Other general corporate purposes.	24.08	31.12.2025
TOTAL		97.08	

(*considering 100% conversion of Warrants into Equity Shares within the stipulated time.)

Schedule of Implementation and Deployment of Funds: The present Preferential Issue is for Convertible Warrants. The Issue Proceeds from the Convertible Warrants shall be received by the Company within a maximum period of 18 months period from the date of allotment of such Warrants in terms of Chapter V of the SEBI ICDR Regulation, and as estimated by the management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of Issue Proceeds, latest by December, 2025.

If the proceeds are not utilized (in full or in part) for the objects stated above during the period stated above due to any such factors, the remaining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: The Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, the Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank



of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

(iii) Maximum number of specified securities to be issued:

The resolution set out in this Notice authorize the Board to issue maximum up to 27,50,000 number of convertible warrants at an issue price of Rs. 353/- (including premium of Rs. 343/-) or such other price as may further be ascertained by the Statutory or Regulatory Authorities, per warrant convertible into equivalent number of equity shares as per the table specified below:

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
(A)	Public – Individuals	
1	Diwakar Aggarwal	2,00,000
2	Advik Gaur	1,70,000
3	Shekhar Jalan	1,16,400
4	Navneet Jain	1,16,400
5	Vipil Agarwal	50,000
Total (A)		6,52,800
B	Public – FPIs	
1	Minerva Ventures Fund	8,97,200
2	NAV Capital VCC - NAV Capital Emerging Star Fund	5,00,000
3	Arrow Emerging Opportunities Fund Limited	5,00,000
4	Ariston Capital Limited	2,00,000
Total (B)		20,97,200
Grand Total (A+B)		27,50,000

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is **Tuesday, 9th January, 2024**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the price has been arrived

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.



b. the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1) of regulation 164 or as mentioned above, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the Company.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. Since, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Allottee and the Allottees acting in concert, the pricing of the Convertible Warrants/ Equity Shares to be allotted is derived as the higher of the parameters provided under Regulation 164(1) of SEBI ICDR Regulations.

“Stock Exchange” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are most frequently traded at NSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 353 per Warrant including premium of Rs. 343 per warrant.

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, as amended, has been taken from Mr. Shashank Pashine, Practicing Company Secretary (FCS 11665 | CP 21229), proprietor of Shashank Pashine & Associates, Practicing Company Secretaries, confirming the minimum issue price of Rs. 352.30 for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 has been made available on the website of the Company at <https://www.kamdhenulimited.com/pdf/Pricing-Certificate.pdf>



The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.

The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

If the Company is required to re-compute the price then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

(vi) Amount which the Company intends to raise by way of such convertible warrants.

Up to a maximum of Rs. 97,07,50,000 (Rupees Ninety Seven Crore and Seven Lakhs Fifty Thousand Only).

(vii) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the current financial year FY 2023-24.

(viii) Intent of the Promoters, Directors or Key Managerial Personnel/ Senior Management of the Company to subscribe to the Preferential Allotment

None of the person(s) belonging to Promoter and Promoter Group, Directors, Key Managerial Personnel of the company have shown their intention to subscribe to the proposed issue except that relative of CFO (KMP) has shown interest to subscribe to the Preferential Allotment.

S. No.	Name of Proposed Allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	Vipil Agarwal	Non - Promoter Group & Relative of CFO (KMP)	50,000
Total			50,000

(ix) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, in case of Warrants, the allotment of warrants shall be made by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(x) Principal terms of assets charged as securities

Not applicable.

(xi) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares and warrants.

S. No.	Category of Shareholder(s)	Pre Issue		Post Issue	
		(as on January 12, 2024)		No. of Shares held	% of share Holding
		No. of Shares held	% of share Holding		
A	Promoters and Promoters Group Holding				
1	Indian				
a)	Individuals/ HUF	15,820,980	58.74%	15,820,980	53.30%
b)	Family Trust	0	0.00%	0	0.00%
c)	LLP	0	0.00%	0	0.00%
	Sub-Total (A) (1)	15,820,980	58.74%	15,820,980	53.30%
2	Foreign	0	0.00%	0	0.00%
a)	Bodies Corporate	0	0.00%	0	0.00%
	Sub Total (A) (2)	0	0.00%	0	0.00%
	Total Promoters and Promoters Group Holding (A)=(A)(1)+(A)(2)	15,820,980	58.74%	15,820,980	53.30%
B	Non-Promoters' holding:				
1	Institutional Investors				
a)	Mutual Funds	50,000	0.19%	50,000	0.17%
b)	Foreign Portfolio Investors (FPI)	188753	0.70%	2285953	7.70%
c)	Alternate Investment Funds	0	0.00%	0	0.00%
d)	Foreign Companies	0	0.00%	0	0.00%
e)	Insurance Companies	0	0.00%	0	0.00%
	Sub-Total (B) (1)	238,753	0.89%	2,335,953	7.87%
2	Central Government/State Government(s)/ President of India	0	0.00%	0	0.00%
	Sub-Total (B) (2)	0	0.00%	0	0.00%
3	Non-Institutions		0.00%		
a)	Individuals	7,300,397	27.10%	7,953,197	26.79%
b)	NBFCs Registered with RBI	2000	0.01%	2,000	0.01%
c)	Any Other				
	Directors and Their Relatives	0	0.00%	0	0.00%
	Key Managerial Personnel	75,000	0.28%	75,000	0.25%
	IEPF	37645	0.14%	37,645	0.13%
	Trusts	0	0.00%	0	0.00%
	Foreign National	0	0.00%	0	0.00%

	Hindu Undivided Family	321,084	1.19%	321,084	1.08%
	Nationalized Bank	0	0.00%	0	0.00%
	Non-Nationalized Bank	0	0.00%	0	0.00%
	Non-Resident Indians	99,662	0.37%	99,662	0.34%
	Clearing Members	2,998	0.01%	2,998	0.01%
	Bodies Corporate	3,036,981	11.28%	3,036,981	10.23%
	Body Corporate: LLP	0	0.00%	0	0.00%
	Sub Total (B)(3)	10,875,767	40.38%	11,528,567	38.84%
	PUBLIC SHAREHOLDING B(1)+B(2)+B3	11,114,520	41.26%	13,864,520	46.70%
C.	Shares held by Custodian for ADR and GDR	0	0.00%	0	0.00%
	TOTAL (A+B+C)	26,935,500	100.00%	29,685,500	100.00%

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue
2. The pre-preferential shareholding pattern is prepared on the basis of 12th January, 2024.

(xii) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		No of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue Shareholding ³	
			No. of equity shares	%		No. of equity shares	% ⁴
	Non-Promoter						
1	Diwakar Aggarwal	Not applicable	0	0	2,00,000	2,00,000	0.67
2	Advik Gaur	Not applicable	0	0	1,70,000	1,70,000	0.57
3	Shekhar Jalan	Not applicable	0	0	1,16,400	1,16,400	0.39
4	Navneet Jain	Not applicable	0	0	1,16,400	1,16,400	0.39
5	Vipil Agarwal	Not applicable	5,000	0.02	50,000	55,000	0.19
6	Minerva Ventures Fund	Nitin Kakaria	0	0	8,97,200	8,97,200	3.02
7	NAV Capital VCC - NAV Capital Emerging Star Fund	- Veerendra Kedarnath Chandalada - Ravindran Vignesh	0	0	5,00,000	5,00,000	1.68
8	Arrow Emerging Opportunities Fund Limited	Michail Mavros	0	0	5,00,000	5,00,000	1.68
9	Ariston Capital Limited	Ankit Gupta	0	0	2,00,000	2,00,000	0.67
		Total	5,000	0.02	27,50,000	27,55,000	9.28

Notes:

1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 12th January, 2024.
3. Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue.
4. There shall not be any change in control consequent to the present preferential issue of convertible warrants.

(xiii) Lock-in Period

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

As the convertible securities or warrants are not proposed to be listed on any stock exchange, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiv) The Percentage of post preferential issue capital that may be held by the allottee (s) and Change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

The details of percentage of the proposed allottee(s) on the basis of fully diluted capital of the company are as under:

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of post preferential capital
1	Diwakar Aggarwal	0.67
2	Advik Gaur	0.57
3	Shekhar Jalan	0.39
4	Navneet Jain	0.39
5	Vipil Agarwal	0.19
6	Minerva Ventures Fund	3.02
7	NAV Capital VCC - NAV Capital Emerging Star Fund	1.68
8	Arrow Emerging Opportunities Fund Limited	1.68
9	Ariston Capital Limited	0.67

(xv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xvi) The Current and proposed Status of the allottee (s) post the preferential issues are as under:

S.N.	Name of Proposed Allottee(s)	Current Status	Proposed Status
1	Diwakar Aggarwal	Non-Promoter	Non-Promoter
2	Advik Gaur	Non-Promoter	Non-Promoter
3	Shekhar Jalan	Non-Promoter	Non-Promoter
4	Navneet Jain	Non-Promoter	Non-Promoter
5	Vipil Agarwal	Non-Promoter	Non-Promoter
6	Minerva Ventures Fund	Non-Promoter	Non-Promoter
7	NAV Capital VCC - NAV Capital Emerging Star Fund	Non-Promoter	Non-Promoter
8	Arrow Emerging Opportunities Fund Limited	Non-Promoter	Non-Promoter
9	Ariston Capital Limited	Non-Promoter	Non-Promoter

(xvii) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 15 (Fifteen) days from the Conversion Date.

vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

C. Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

(xviii) Undertakings

- a) During the period from April 01,2023, until the date of Notice of this Extra-Ordinary General Meeting the Company has not made any Preferential Issue.
- b) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India or any other concerned authority and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.
- d) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- f) The Equity Shares held by the proposed allottees, if any, in the Company are in dematerialized form only.
- g) The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- h) Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- i) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- j) Report of Independent Registered Valuer: As the said Preferential Issue is not being made for consideration other than cash and as the the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Allottee and the Allottees acting in concert, Valuation Report is not required for the said Preferential Issue.

(xix) Practicing Company Secretary's Certificate

The Certificate from Mr. Shashank Pashine, Practicing Company Secretary (FCS 11665 | CP 21229), proprietor of Shashank Pashine & Associates, Practicing Company Secretary certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same is available for inspection at our website at [https://www.kamdhenulimited.com/pdf/PCS-Certificate-under-Reg-163\(2\).pdf](https://www.kamdhenulimited.com/pdf/PCS-Certificate-under-Reg-163(2).pdf)



(xx) Approval under the Companies Act:

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Equity Shares to Proposed Allottees, is being sought by way of a “Special Resolution” as set out in the said Item No. 1 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company

Shri Harish Kumar Agarwal, Chief Financial Officer of the Company may be considered as deemed to be concerned or interested in the said resolution being a Key Managerial Personnel of the Company. Except him, none of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Item No. 2:

Upon the recommendation of Nomination & Remuneration Committee, Shri Vivek Jindal (DIN: 02714354) was appointed as an Additional Director in the Category of Independent Director of the Company by the Board of Directors in their meeting held on 13th January, 2024 for a first term of Five (5) consecutive years effective from 13th January, 2024 till 12th January, 2029, subject to the approval of Shareholders of the Company, in terms of provision of Section 149, 152, 161 and other applicable sections of Companies Act, 2013 and Regulation 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). As per Section 161 of Companies Act, 2013, the appointment of Additional Director is valid up to next Annual General Meeting, however, in terms of the Listing Regulations, the Company is required to obtain approval of members at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, hence, the resolution no. 2 is proposed to the members for their approval. Further, the proposed resolution should be treated as recommendation for appointment of Shri Vivek Jindal as a Director as well as Independent Director of the Company.

With respect to the appointment of Shri Vivek Jindal as an Independent Director, the Company has received from him:

- (a) a notice in terms of Section 160 of the Companies Act, 2013;
- (b) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;



(c) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act;

(d) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 & 25 of SEBI Listing Regulations and is registered with the IICA; and

(e) declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Nomination and Remuneration Committee ("NRC") had finalized the desired attributes for the selection of the Independent Director and on the basis of those attributes, the NRC recommended the candidature of Shri Vivek Jindal. The Board noted that Mr. Vivek Jindal skills, background and experience aligned to the criteria and capabilities identified by the Nomination & Remuneration Committee and he is eligible for appointment as Independent Director.

The Board was satisfied to the appointment of Shri Vivek Jindal is justified due to his extensive knowledge in the area of Architecture, valuation, project management, factory layout management, hand on experience in industrial development, experience of serving various professional bodies as a member; and his standing as a leader in his forte.

In the opinion of the Board, he is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the Management of the Company. It may be noted that the appointment of Shri Vivek Jindal shall be deemed to be a continuation of his appointment for a period of Five (5) consecutive years w.e.f. the date of appointment as an Additional Director in the category of Independent Director by the Board of Directors on 13th January, 2024, as aforementioned.

A copy of the draft letter of appointment of Shri Vivek Jindal as an Independent Director setting out the terms and conditions is available for the members on the website of the Company i.e. www.kamdhenulimited.com for purpose of electronic inspection.

The resolution seeks the approval of the Shareholders of the Company in terms of Section 149 and other applicable provisions of the Act and the rules made thereunder, read with Schedule IV of the Act and in terms of Regulation 17(1C) of Listing Regulations, for appointment of Shri Vivek Jindal, as an Independent Director of the Company for a period of Five (5) consecutive years i.e. commencing on 13th January, 2024 and upto 12th January, 2029.

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:

Name of Director & DIN	Shri Vivek Jindal (DIN: 02714354)
Date of First Appointment on the Board	13 th January, 2024
Experience (including expertise in specific functional area)/ Brief Resume	<p>Shri Vivek Jindal, Bachelor of Architects (B.Arch.) 1994 from MIT, Aurangabad is the Founder of Shilpkaar known as Shilpkaar Architects Pvt. Ltd., and has over 27 years of rich experience & expertise in designing of Industrial/ Warehousing, Infrastructural facilities with research oriented approach to its execution with effective high performance with cutting edge solution for clients in India & abroad.</p> <p>In particular, Shri Vivek Jindal has built a market reputation for aiding clients in designing on fast track locations, together with “hands on” project schedule from inception to “go use” occupation.</p> <p>Shri Vivek Jindal has proven his mettle as premiere architect in the country as he has been awarded as the Best Industrial Architect in 2016 by Archi Design Magazine for Hi-tech Gears Ltd., Bhiwadi (Rajasthan).</p> <p>Shri Vivek Jindal has received several accolades in recognition of his leadership skills and rapid business growth from various organisations.</p>
Age	52 Years
Qualification	<p>Bachelor of Architects (B.Arch.) 1994 from MIT, Aurangabad</p> <p>Fellow of Indian Institute of Architects</p> <p>Diploma of Membership, Institution of Valuers</p>
Terms and Conditions of appointment/re-appointment	Appointment as Non-Executive & Independent Director, not liable to retire by rotation, for the first term of 5 consecutive years, in terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.
Past Remuneration drawn	Not Applicable
Shareholding in the Company as on 13th January, 2024 including shareholding as beneficial owner	He does not hold any shares in the Company directly or as beneficial owner.



Inter-se relationship between Director/Manager and other KMPs	He is not related to any director of the Company.
Number of Meeting attended during the financial year 2023-24	Not Applicable. As he is appointed w.e.f. 13 th January, 2024
Names of listed entities in which they also holds the directorship of listed entities from which they has resigned in the past three years.	He does not hold any Directorship in any Listed Company as on date of his appointment i.e. 13 th January 2024.
Membership / Chairmanship of committees in public limited companies in India	He does not hold Membership / Chairmanship in any committee in public limited company as on date of his appointment i.e. 13 th January, 2024.
Directorships other than listed Company as on 13th January, 2024	Shilpkaar Architects Private Limited
Stock Option	No stock options granted during the FY 2023-24 and till the date of his appointment i.e. 13 th January, 2024.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Shareholders.

Except Shri Vivek Jindal, to whom this resolution relates and his relatives, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 2 of the Notice.

**By Order of the Board of Directors of
Kamdhenu Limited**

**Sd/-
Khem Chand
Company Secretary & Compliance Officer
ICSI Membership No. : FCS 10065**

Date: 13th January, 2024
Place: Gurugram, Haryana

CIN: L27101HR1994PLC092205

Regd. Office: 2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
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