



KAMDHENU LIMITED
(FORMERLY KNOWN AS KAMDHENU ISPAT LIMITED)

CIN: L27101DL1994PLC134282

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

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting (AGM) of the members of Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) will be held on Friday, 29th day of September, 2017 at 1:00 PM IST at Hotel Mapple Emerald, NH-8, Rajokari, New Delhi-110038 to transact the following business:-

ORDINARY BUSINESS(ES)

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

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, including audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon.**

“Resolved that the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended on that date as per Ind-AS including reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted,”

- 2. To declare a dividend of Rs.0.80/- per Equity Share having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2017.**

“Resolved that a final dividend of Rs.0.80/- per equity share of face value Rs. 10/- each fully paid up for the Financial Year ended 31st March, 2017, as recommended by the Board, be and is hereby approved and declared.”

- 3. To appoint a Director in place of Mr. Saurabh Agarwal (DIN: 00005970), who retires by rotation and being eligible, offers himself for re-appointment.**

“Resolved that Mr. Saurabh Agarwal (DIN: 00005970), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

“Resolved that Mr. Sachin Agarwal (DIN: 01188710), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 5. To appoint M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S) as Statutory Auditors of the Company**

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s S. Singhal & Co., Chartered Accountants, (ICAI Firm Registration No. 001526C) Statutory Auditors of the Company retiring at the conclusion of this AGM) for a period of five years i.e, from the conclusion of this 23rd AGM till the conclusion of 28th AGM of the Company, subject to annual ratification by the members at every AGM.

Resolved further that on recommendation of the Audit Committee, the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to Statutory Auditors.”

SPECIAL BUSINESS

- 6. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the remuneration of Rs.50,000/- plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid

to M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditor of the Company, for the financial year ending 31st March, 2018, be and is hereby approved.

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

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(Jogeswar Mohanty)
Company Secretary
M.No.ACS23247

Date: 30th May, 2017
Place: Gurgaon

NOTES:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT (%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY MEMBER.**
4. **THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
5. The copy of Annual Report 2016-17, notice of 23rd AGM, instruction for e-voting, along with attendance slip, route map with prominent landmark details and proxy form and dividend intimations etc are being sent through electronic mode to all the members whose e-mail addresses are registered with the Company/ depository participants (DPs)/ Company's Registrar and Transfer Agent (RTA) and members whose email id is not registered with Company will be sent physical copies of such documents at their registered address through permitted mode.
6. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) are enclosed with the Notice of Annual General Meeting.
7. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Karvy Computershare Private Limited having their office at Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
10. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 23rd September, 2017 to 29th September, 2017 both days inclusive.
11. The dividend, if declared at the Annual General Meeting, will be credited/dispatched to those persons or their mandates:
 - a. Whose names appear as Beneficial Owners as at the end of the business hours on 22nd September, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

- b. Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 22nd September, 2017.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to Karvy Computershare Private Limited having their office at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India. Nomination form enclosed herewith.
13. To enable direct credit of the dividend amount into the Bank Account as per the Securities and Exchange Board of India circular dated 21st March, 2013, the Members are requested to update with their Depository Participant, the active Bank Account details (including 9 digit MICR Code and 11 digit IFSC Code), in case the holding is in dematerialized mode. In case the shares are held in physical mode, the said details may be communicated to the Registrar and Share Transfer Agents, by quoting the Reference Folio No., and attaching a photocopy of the cheque leaf of the active Bank Account along with a self- attested copy of the PAN card.
14. Members are requested to:
- Intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited at the above mentioned address, changes, if any, in their registered addresses (including e-mail ID) /bank mandates at an early date, in case of shares held in physical form;
 - Intimate to the respective Depository Participant, changes, if any, in their registered addresses(including e-mail ID) / bank mandates at an early date, in case of shares held in electronic/dematerialised form;
 - Quote their folio numbers/Client ID and DP ID in all correspondence;
 - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
15. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 23rd Annual General Meeting (AGM) and the Annual Report for the year 2016-17, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/ Depository Participant and who have not opted to receive the same in physical form.
- For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2016-17 and the Notice of the 23rd AGM would be sent in the permitted mode.
- Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy Computershare Private Limited (in case of Shares held in physical form).
16. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the Company's website at www.kamdhenulimited.com/investorzone and also on the website of the RTA, M/s Karvy Computershare Private Limited at www.karvycomputershare.com. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's email id: kamdhenu@kamdhenulimited.com.
17. All Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturday and Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Annual General Meeting of the Company.
18. Certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 and are available for inspection at the Registered office of the Company on all working days (Monday to Friday) between 10.00A.M. to 6.00 P.M. upto the date of AGM and will also be available for inspection at the meeting.
19. Appointment of Director and Shareholding in the Company:
- Mr. Saurabh Agarwal holds 576500 Equity Shares of Rs.10/- each, fully paid up, in the Company. Brief resume and inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.
- Mr. Sachin Agarwal holds 673719 Equity Shares of Rs.10/- each, fully paid up, in the Company. Brief resume and inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.
20. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

21. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
22. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
23. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors and interested are available for inspection at the Registered Office of the Company on all working days upto the date of AGM and will also be available for inspection at the meeting.
24. E-voting:

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

The Company has appointed Mr. Rupesh Agarwal, failing him Mr. Shashikant Tiwary, Practicing Company Secretaries of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 22nd September, 2017 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

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

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

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Kamdhenu Limited'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".

- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email rupesh@cacsindia.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

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

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

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

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

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

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

The voting rights of the Members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. 22nd September, 2017.

Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd September, 2017 only shall be entitled to avail the facility of e-voting / physical voting.

Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2017 may obtain the User Id and password in the manner as mentioned below:

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

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

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

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

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

The remote e-voting period commences on September 26, 2017 (9.00 am IST) and ends on September 28, 2017 (5:00 pm IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter.

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

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

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

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company.

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

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

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(Jogeswar Mohanty)
Company Secretary
M.No.ACS23247

Date: 30th May, 2017
Place: Gurgaon

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

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

ITEM NO.6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 for an audit fees of Rs.50,000/- (Rupees fifty thousand only) plus service tax, and out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company at the General Meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Board passed and recommended the resolution as Item No.6 in their meeting held on 30th May, 2017 for approval by the shareholders as an Ordinary Resolution.

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

None of the Directors / Key Managerial Personnel of the Company / their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 excluding to the extent of their shareholding in the Company.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/- (Jogeswar Mohanty)

Company Secretary

M. No.ACS23247

Date:30th May, 2016

Place: Gurgaon

Item No 3 and 4

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

Name of Directors	Saurabh Agarwal	Sachin Agarwal
Category	Whole-time Director	Whole-time Director
DIN	00005970	01188710
Date of Birth and Age	23.11.1974; 42 years	25.11.1977; 39 years
Qualification	B.E(Mechanical)	B.E, M.B.A
Nature of Expertise/ Experience	Technical expertise in plant operations	
Brief Resume	Details given below	Details given below
First appointment on the Board	01.01.2003	14.04.2007
Terms and Conditions of Appointment/ re-appointment	1. To be appointed as Director liable to retire by rotation	1. To be appointed as Director liable to retire by rotation.
	2. Appointed as Wholetime Director for three years from 01.04.2017 to 31.03.2020	2. Appointed as Wholetime Director for three years from 01.04.2017 to 31.03.2020
Remuneration Details (including : a) Terms of remuneration; b) Remuneration sought to be paid; and c) Remuneration last drawn by such person, if applicable	Currently working as Wholetime Time Director on monthly remuneration of Rs.7,75,000/- comprising Salary of Rs.7,50,000/- and Perquisites of Rs.25,000/-.	Currently working as Wholetime Time Director on monthly remuneration of Rs.7,75,000/- comprising Salary of Rs.7,50,000/- and Perquisites of Rs.25,000/-.
No. of shares held in the Company as at March 31, 2017	576500 Equity Shares of Rs.10 each	6737189 Equity Shares of Rs.10 each
Relationship with other Directors/ Manager/ Key Managerial Personnel	1. Son of Mr. Satish Kumar Agarwal 2. Brother of Mr. Sachin Agarwal	1. Son of Mr. Satish Kumar Agarwal 2. Brother of Mr. Saurabh Agarwal
No. of Board meetings attended out of 4 meetings held during the year	4	4
Directorships held in other Companies in India	6	5
Membership/Chairmanship of committees in other Companies	0	0

Annexure to Notice of Annual General Meeting

PROFILE OF DIRECTORS SEEKING REAPPOINTMENT

Item No. 3 of the Notice of Annual General Meeting

Mr. Saurabh Agarwal, Director:

DIN : 00005970

Date of Birth : 23.11.1974

Profile:

Mr. Saurabh Agarwal is a dynamic entrepreneur having technical expertise in plant operations. Mr. Agarwal has been in association with Kamdhenu Limited since 1998, after completing B.E.(Mech.) from R.V. College of Engineering, Bangaluru.

Experience:

Mr. Saurabh Agarwal is a dynamic entrepreneur having technical expertise in plant operations. Mr. Agarwal has been in association with Kamdhenu Limited since 1998, after completing B.E.(Mech.) from R.V. College of Engineering, Bangaluru.

By dint of his hard work and extraordinary innovative wisdom, he has made rapid growth within the company by earning the position of Whole Time Director and since then, he has been a mentor to the Kamdhenu Limited.

He has been instrumental in diversifying into paints business with a state of the art manufacturing unit in Chopanki, Rajasthan in year 2007. The company takes pride in being one of the largest manufacturer of decorative paints having Pan India presence. Ambitious and energetic, Mr. Saurabh Agarwal avows for growth of brand Kamdhenu and envisions to make it a well-known international brand in few years time.

Adding dynamism to the company's top management, he ensures the flawless functioning of company's all functions as well as strict adherence to quality parameters.

Other Directorships:

S.No.	Name of the Company	Status
1.	KAMDHENU OVERSEAS LIMITED	Director
2.	KAMDHENU PAINT INDUSTRIES LIMITED	Director
3.	KAMDHENU PAINTS INDIA LIMITED	Director
4.	KAMDHENU CONCAST LIMITED	Director
5.	KAMDHENU INFRADEVELOPERS LIMITED	Director
6.	KAMDHENU ISPATLIMITED	Director

Membership in Committees of Kamdhenu Limited:

S.No.	Name of the Committee	Status
1.	Management Committee	Member
2.	Borrowing Committee	Member
3.	Share Transfer Committee	Member
4.	Allotment Committee	Member
5.	Stakeholders Relationship Committee	Member

Shareholding: Mr. Saurabh Agarwal holds 576500 Equity Shares of Rs.10 each fully paid-up in the Company

Directors' inter-se relationship:

S.No.	Name of Director	Designation	Relation with Directors
1.	Mr. Saurabh Agarwal	Whole Time Director	1. Son of Mr. Satish Kumar Agarwal 2. Brother of Mr. Sachin Agarwal

Item No.4 of the Notice of Annual General Meeting**Mr. Sachin Agarwal, Director:****DIN** : 01188710**Date of Birth** : 25.11.1977**Profile:**

Mr.Sachin Agarwal is BE in Industrial Engineering from R.V. College of Engineering, Bangaluru and thereafter collected MBA degree in International Management from UK. He joined Kamdhenu Limited in 2002.

Experience:

Mr. Agarwal is a young and vibrant face of the company's management and responsible for the technological advancement of the manufacturing units bringing about international quality standards of the products to the Kamdhenu Limited.

He was instrumental in strategic tie-up with Centre de Recherches Metallurgiques (CRM) Belgium, for adoption of TEMPCORE technology in the manufacturing unit at Bhiwadi.

Adding to the economic viability of Kamdhenu's products, Mr. Agarwal has been actively monitoring the company's Research & Development (R&D) facility and enabling research and technological development. Due to his consistent efforts, extensive research and technical know-how from United Kingdom, Company added another feather in its cap by launch of its premium product of reinforcement rebars, KAMDHENU SS 10000 TMT which has unique features of double rib, double strength, double safety making it unmatchedably strong and most suitable for highly seismic zone and high rise construction.

Mr.Agarwal always ensures that jobs are done with agility without compromising on quality. He monitors and ensures a tough quality regimen within all the manufacturing units producing various Kamdhenu products. Under this mechanism, all the manufacturing units including those under franchisee arrangement are equipped with high-end quality monitoring mechanism committed to produce only the top-quality products.

Other Directorships:

S.No.	Name of the Company	Status
1.	KAMDHENU OVERSEAS LIMITED	Director
3.	KAMDHENU PAINTS INDIA LIMITED	Director
4.	KAMDHENU CONCAST LIMITED	Director
4.	KAY2 STEEL LIMITED	Director
5.	KAMDHENU ISPATLIMITED	Director

Membership in Committees of Kamdhenu Limited: NIL**Shareholding:** Mr. Sachin Agarwal holds 6737189 Equity Shares of Rs.10 each fully paid-up in the Company**Directors' inter-se relationship:**

S.No.	Name of Director	Designation	Relation with Directors
1.	Mr. Sachin Agarwal	Whole Time Director	1. Son of Mr. Satish Kumar Agarwal 2. Brother of Mr. Sachin Agarwal



KAMDHENU LIMITED
(FORMERLY KNOWN AS KAMDHENU ISPAT LIMITED)

CIN: L27101DL1994PLC134282

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

Form No. MGT-11

PROXY FORM

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

CIN	L27101DL1994PLC134282
Name of the company	Kamdhenulimited (Formerly known as Kamdhenu Ispat Limited)
Registered office	L-311,Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037

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

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

1. Name	
Address	
E-mail Id	
Signature	

or failing him

2. Name	
Address	
E-mail Id	
Signature	

or failing him

3. Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Friday, the 29th day of September, 2017 at 1.00 PM IST at Hotel Mapple Emerald, NH-8, Rajokari, New Delhi-110038 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

Ordinary Resolutions No.:

- To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, including audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon.
- To declare a dividend of Rs.0.80/- per Equity Share having face value of Rs.10/- each fully paid up for the Financial Year ended 31st March, 2017.
- To appoint a Director in place of Mr. Saurabh Agarwal (DIN: 00005970), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Sachin Agarwal (DIN: 01188710), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S) as Statutory Auditors of the Company.

SPECIAL BUSINESS

Ordinary Resolution No.

- To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2018

Signed this..... day of..... 2017

Signature of shareholder:

Signature of Proxy holder(s):

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

Affix Revenue Stamp

Form No. SH-13

Nomination Form

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

Name of the Company:

Registered Address of the Company:

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

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

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

(2) PARTICULARS OF NOMINEE/S –

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

(3) IN CASE NOMINEE IS A MINOR –

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

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

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

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

Signature(s)

Name and Address of Witness

Signature



KAMDHENU LIMITED
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 Website: www.kamdhenulimited.com

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF ANNUAL GENERAL MEETING VENUE AT HOTEL MAPPLE EMERALD, NH-8, RAJOKARI, NEW DELHI-110038.

Name & Address of the Shareholder

.....

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

I hereby record my presence at the ANNUAL GENERAL MEETING being held at Hotel Mapple Emerald, NH-8, Rajokari, New Delhi-110038 on Friday, the 29th day of September, 2017 at 1:00 PM.

Signature of Member or Proxy

.....

No. of Shares held

