



KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037

Phone: 011-26784596, Fax: 0124-4218524, Email: kamdhenu@kamdhenulimited.com | Website: www.kamdhenulimited.com

NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting (AGM) of the members of Kamdhenu Limited will be held on Monday, 24th day of September, 2018 at 10:00 A.M. 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, 2018, including audited Balance Sheet as at 31st March, 2018 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, 2018 including audited Balance Sheet as at 31st March, 2018 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 ₹ 1/- per Equity Share having face value of ₹ 10/- each fully paid up for the Financial Year ended 31st March, 2018.

"Resolved that a final dividend of ₹ 1/- per equity share of face value ₹ 10/- each fully paid up for the Financial Year ended 31st March, 2018, as recommended by the Board, be and is hereby approved and declared."

3. To appoint a Director in place of Shri Satish Kumar Agarwal (DIN: 00005981), who retires by rotation and being eligible, offers himself for re-appointment. "Resolved that Shri Satish Kumar Agarwal (DIN:00005981), 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 Shri Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.

"Resolved that Shri Sunil Kumar Agarwal (DIN:00005973), 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 ratify the appointment of Statutory Auditors of the Company and to fix their remuneration:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 28th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Resolved further that the ratification of the auditor's for their remaining term shall be done, if required by law."

SPECIAL BUSINESS

6. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019 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 ₹ 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, 2019, be and is hereby approved and ratified.

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



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7. To increase the remuneration payable to Shri Satish Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Satish Kumar Agarwal (DIN:00005981), Chairman & Managing Director of the Company to ₹ 12,75,000/- comprising salary ₹ 12,50,000/- & perquisites of ₹ 25,000/-

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

8. To increase the remuneration payable to Shri Sunil Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company

and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Sunil Kumar Agarwal (DIN:00005973), Whole Time Director of the Company to ₹ 12,50,000/- comprising salary ₹ 12,25,000/- & perquisites of ₹ 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

9. To increase the remuneration payable to Shri Saurabh Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to increase the monthly remuneration payable to Shri Saurabh Agarwal (DIN:00005970), Whole Time Director of the Company to ₹ 12,25,000/- comprising salary ₹ 12,00,000/- & perquisites of ₹ 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals



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including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

10. To increase the remuneration payable to Shri Sachin Agarwal with effect from 1st April, 2018 upto 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of Companies Act, 2013 (the Act) and Article 97 of Articles of Association of the Company and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is here by accorded to increase the monthly remuneration payable to Shri Sachin Agarwal (DIN:01188710), Whole Time Director of the Company to ₹ 12,25,000/- comprising salary ₹ 12,00,000/- & perquisites of ₹ 25,000/-.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(s) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above."

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(Jogeswar Mohanty)

Company Secretary

M. No.A23247

Place: Gurugram

Date: 28th May, 2018



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NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business(es) 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 OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON FOR ENTIRE SHAREHOLDING AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.
4. The copy of Annual Report 2017-18, notice of 24th AGM, instruction for e-voting, along with attendance slip, route map with prominent landmark details and proxy form and dividend intimations etc are being sent through electronic mode to all the members whose e-mail addresses are registered with the Company/ depository participants (DPs)/ Company's Registrar and Transfer Agent (RTA) and members whose email id is not registered with Company will be sent physical copies of such documents at their registered address through permitted mode. Annual Report and Notice of the 24th AGM and related documents will also be available under the Investor Relations section on the website of the Company. www.kamdhenulimited.com
5. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) are enclosed with the Notice of Annual General Meeting.
6. Corporate Members intending to send their authorized representatives under Section 113 of the 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, to get herewith duly certified signatures of such representatives.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Karvy Computershare Private Limited having their office at Karvy Selenium Tower B, Plot Number 31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
9. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 16th September, 2018 to 24th September, 2018 both days inclusive.
10. The dividend, if declared at the Annual General Meeting, will be credited/dispensed to those persons or their mandates:
 - a. Whose names appear as Beneficial Owners as at the end of the business hours on 15th September, 2018 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 15th September, 2018
 - c. Members wishing to claim dividends, which has remained unclaimed are requested to contact Company's RTA. They are also requested to note that the amount of dividend not claimed within 7 years from the date of declaration, will as per Section 125 of the Companies Act, 2013 and the rules made thereunder, be transferred to Investor Education and Protection Fund along with the transfer of shares in case any dividend has not been encashed by the Members on such shares during the last seven years to the designated suspense account as prescribed by the IEPF Authority
Members may visit the Company's website www.kamdhenulimited.com for tracking details of any unclaimed/ unpaid dividend
11. 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 into 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.
12. 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



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- 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 photo copy of the cheque leaf of the active Bank Account along with a self-attested copy of the PAN card.
13. Members are requested to:
- Intimate to the Company's Registrar and Transfer Agents, Karvy Computer share 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/dematerialized form;
 - Quote their folio numbers/Client ID and DPID in all correspondence;
 - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names
14. 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 24th Annual General Meeting (AGM) and the Annual Report for the year 2017-18, 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 2017-18 and the Notice of the 24th AGM would be sent in the permitted mode.
- Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with Karvy Computershare Private Limited (in case of Shares held in physical form).
15. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for financial year 2017-18 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 Computer share 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.
16. 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.
17. 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 (except Saturday and Sunday) between 10. 00 A.M. to 6. 00 P.M. upto the date of AGM and will also be available for inspection at the meeting.
18. Appointment of Director and Shareholding in the Company:
Shri Satish Kumar Agarwal holds 1281842 Equity Shares of ₹ 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.
Shri Sunil Kumar Agarwal holds 1295292 Equity Shares of ₹ 10/- each, fully paid up, in the Company. Brief resume and inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.
19. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
20. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. 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.
23. 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



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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 Shri Rupesh Agarwal, failing him Shri Shashikant Tiwari, 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 17th September, 2018 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 authorized 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



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download section of <https://evoting.karvy.com> (Karvy Website) or contact shri 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. 17th September, 2018.

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. 17th September, 2018 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. 17th September, 2018 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:
MY EPWD<space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MY EPWD<SPACE>IN12345612345678
Example for CDSL:
MY EPWD <SPACE> 1402345612345678
Example for Physical:
MY EPWD <SPACE> XXXX1234567890
- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password
- c. Member may Call Karvy's Toll free number 1-800-3454-001
- d. Member may send an e-mail request to evoting@karvy.com. 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 21st September, 2018 (9.00 am IST) and ends on September 23, 2018 (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. 17th September, 2018, may cast

their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter.

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

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

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

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

24. 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.
25. 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.A23247

Place: Gurugram

Date: 28th May, 2018



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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 31st March, 2019 for an audit fees of ₹ 50,000/- (Rupees fifty thousand only) plus GST, 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 31st March, 2018.

The Board passed and recommended the resolution as Item No.6 in their meeting held on 28th May, 2018 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.

ITEM NO. 7

The members of the Company had approved the appointment and remuneration of Shri Satish Kumar Agarwal as Chairman & Managing Director of the Company in the Annual General Meeting

held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020. The remuneration payable to Shri Satish Kumar Agarwal during this tenure as approved by shareholders was ₹ 8,25,000/- per month comprising salary ₹ 8,00,000/- & perquisites of ₹ 25,000/-

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Shri Satish Kumar Agarwal which he has devoted to the Company, the Board of Directors of the Company in their Board Meeting held on 28th May, 2018 has fixed the remuneration of Shri Satish Kumar Agarwal to ₹ 12,75,000/- (including perquisites of ₹ 25,000/-) per month from 01.04.2018 to 31.03.2020 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

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

The Board recommends the Item No.7 for approval of members as a Special Resolution.

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

NOTICE (CONTD.)

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

1. General Information:

(a)	Nature of Industry	Steel, Paint and Power Industry		
(b)	Date or expected date of commencement of commercial production	The Company has already commenced its business activities.		
(c)	In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable		
(d)	Financial performance based on given indicators	The Company has achieved following sales turnover and net profit during the last five years:-		
		Financial Year	Net Profit	Sales Turnover
		2017-18	₹ 15.67 Crores	₹ 1187.33 Crores
		2016-17	₹ 8.10 Crores	₹ 867.73 Crores
		2015-16	₹ 8.14 Crores	₹ 885.38 Crores
		2014-15	₹ 8.02 Crores	₹ 1011.08 Crores
		2013-14	₹ 5.95 Crores	₹ 965.48 Crores
(e)	Foreign Investment or collaborations, if any	N.A		

2. Information about the appointee:

Name	Satish Kumar Agarwal
Age	69 Years
Qualification	B.E.(Mechanical)
Back ground Details	Shri Satish Kumar Agarwal, aged 69 years, is founder and Promoter Director of the Company. He holds a degree in B.E.(Mech.) (Gold Medalist) from Banaras Hindu University. He started his career in the year 1970 and has over 47 years of rich experience in various companies before incorporating Kamdhenu Limited. He is the Chairman & Managing Director of the Company since its incorporation and under his guidance the Company has grown manifold.
Experience	He has over 47 years of rich experience in Production, marketing, administration and had been overall in-charge of the various companies before incorporating Kamdhenu Limited in the year 1994 to manufacture CTD / TMT Bars in Bhiwadi (Raj).
Date of First Appointment in Board	12.09.1994
Share holding in the Company	1281842 equity shares
Relationship with other directors, Key Managerial Personnel	Brother of Shri Sunil Kumar Agarwal, Father of Shri Sachin Agarwal and Shri Sachin Agarwal
No. of Meeting of Board attended during the year 2017-18	5
Directorship	Kamdhenu Overseas Limited Kamdhenu Paints India Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited
Membership of Committee	No



NOTICE (CONTD.)

Chairmanship of Committee	CSR Committee Management Committee Borrowing Committee Share Transfer Committee
Past Remuneration	₹ 8,25,000/-Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	To promote and oversee the highest standards of corporate governance within the Board and the Company, lead the Board and in particular discussions on all proposals put forward by the executive team, set an agenda for the Board which is focused on strategic matters, forward looking, evaluates the business opportunities, corporate image, maintain a proper process to ensure compliance with Board policy on matters reserved to the Board for consideration, ensure that Board members receive accurate, timely and clear information to enable them to monitor performance, make sound decisions and gives appropriate advice to promote the success of the Company.
Remuneration Proposed	₹ 12,75,000/- per month
Comparative remuneration profile with respect to industry ,size of the Company, profile of the position and person	The Remuneration proposed to Shri Satish Kumar Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, hence the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel,if any	Shri Satish Kumar Agarwal is one of the principal promoters of Kamdhenu Limited. He is related to Shri Saurabh Agarwal, Shri Sachin Agarwal & Shri Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a)	Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.		
(b)	Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
(c)	Expected increase in productivity and profits in measurable terms	Financial Year	Net Profit	Sales Turnover
		2018-19	26 Crores	1327 Crores
		2019-20	45 Crores	1665 Crores
		2020--21	80 Crores	2026 Crores

NOTICE (CONTD.)

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

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

ITEM NO.8

The members of the Company had approved the appointment and remuneration of Shri Sunil Kumar Agarwal as Whole Time Director of the Company in the Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020. The remuneration payable to Shri Sunil Kumar Agarwal during this tenure as approved by shareholders was ₹ 8,00,000/- per month comprising salary ₹ 7,75,000/- & perquisites of ₹ 25,000/-

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Shri Sunil Kumar Agarwal which he has devoted to the Company, the Board of Directors of the Company in their Board Meeting held on 28.05.2018 has fixed the remuneration of Shri Sunil Kumar Agarwal to ₹ 12,50,000/- per month (including perquisites of ₹ 25,000/-) from 01.04.2018 to 31.03.2020 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

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

The Board recommends the Item No. 8 for approval of members as a Special Resolution.

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

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

1. General Information:

(a)	Nature of Industry	Steel, Paint and Power Industry		
(b)	Date or expected date of commencement of commercial production	The Company has already commenced its business activities.		
(c)	In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable		
(d)	Financial performance based on given indicators	The Company has achieved following sales turnover and net profit during the last five years:-		
		Financial Year	Net Profit	Sales Turnover
		2017-18	₹ 15.67 Crores	₹ 1187.33 Crores
		2016-17	₹ 8.10 Crores	₹ 867.73 Crores
		2015-16	₹ 8.14 Crores	₹ 885.38 Crores
		2014-15	₹ 8.02 Crores	₹ 1011.08 Crores
		2013-14	₹ 5.95 Crores	₹ 965.48 Crores
(e)	Foreign Investment or collaborations, if any	N.A		



NOTICE (CONTD.)

2. Information about the appointee:

Name	Sunil Kumar Agarwal
Age	61 Years
Qualification	B.E.(Chemical)
Back ground Details	Shri Sunil Kumar Agarwal, aged 61 years, is one of the promoters of Kamdhenu Limited. Having done his B.E. (Chemical) from H.B.T.I, Kanpur, Shri Sunil Kumar Agarwal started his career as an entrepreneur and has gained rich experience in the production and commerce involving steel industry for over 33 years. He is heading the marketing department of the Company and he, visualizing the Company's growth through franchisee arrangement, has been strategizing the franchisee alliance with the competent companies in the regional steel market. With his keen understanding of the market dynamics, he has been charting the growth of the Company in other business verticals across the country, to join "Kamdhenu" and gaining better market foothold in the construction industry.
Experience	Shri Sunil Kumar Agarwal started his career as an entrepreneur and has gained rich experience in the production and commerce involving steel industry for over 33 years. He is heading the marketing department of the Company and he, visualizing the Company's growth through franchisee arrangement, has been strategizing the franchisee alliance with the competent companies in the regional steel market
Date of First Appointment in Board	01.01.2003
Share holding in the Company	1295292 equity shares
Relationship with other directors, Key Managerial Personnel	Brother of Shri Satish Kumar Agarwal
No. of Meeting of Board attended during the year 2017-18	5
Directorship	Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited Kamdhenu Paints India Limited Kay2 Steel Limited Kamdhenu Ispat limited

NOTICE (CONTD.)

Membership of Committee	Audit Committee CSR Committee Management Committee Borrowing Committee Share Transfer Committee Allotment Committee
Chairmanship of Committee	No
Past Remuneration	₹ 8,00,000/- PerMonth
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	The job of the Whole Time Director shall be to carry out functions of planning, promoting, organizing, directing and coordinating the franchisee business of the Company. His functions shall be to explore the opportunities of identifying potential units to be associated with the Company under franchisee arrangement, implement the strategies of the Company to enhance the performance in franchisee business, protect and promote the brand of the Company in the market and overall business development of the Company.
Remuneration Proposed	₹ 12,50,000/- per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Shri Sunil Kumar Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Shri Sunil Kumar Agarwal is one of the promoters of Kamdhenu Limited. He is related to Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company, Shri Saurabh Agarwal & Shri Sachin Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a)	Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.		
(b)	Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
(c)	Expected increase in productivity and profits in measurable terms	Financial Year	Net Profit	Sales Turnover
		2018-19	26 Crores	1,327 Crores
		2019-20	45 Crores	1,665 Crores
		2020-21	80 Crores	2,026 Crores



NOTICE (CONTD.)

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

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

ITEM NO.9

The members of the Company had approved the appointment and remuneration of Shri Saurabh Agarwal as Whole Time Director of the Company in the Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020. The remuneration payable to Shri Saurabh Agarwal during this tenure as approved by shareholders was ₹7,75,000/- per month comprising salary ₹ 7,50,000/- & perquisites of ₹ 25,000/-.

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Shri Saurabh Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 28.05.2018 has fixed the remuneration of Shri Saurabh Agarwal to ₹ 12,25,000/- per month (including perquisites of ₹ 25,000/-) from 01.04.2018 to 31.03.2020 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

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

The Board recommends the Resolution No.9 for approval of members as a Special Resolution.

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

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

1. General Information:

(a)	Nature of Industry	Steel, Paint and Power Industry		
(b)	Date or expected date of commencement of commercial production	The Company has already commenced its business activities.		
(c)	In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable		
(d)	Financial performance based on given indicators	The Company has achieved following sales turnover and net profit during the last five years:-		
		Financial Year	Net Profit	Sales Turnover
		2017-18	₹ 15.67 Crores	₹ 1,187.33 Crores
		2016-17	₹ 8.10 Crores	₹ 867.73 Crores
		2015-16	₹ 8.14 Crores	₹ 885.38 Crores
		2014-15	₹ 8.02 Crores	₹ 1,011.08 Crores
		2013-14	₹ 5.95 Crores	₹ 965.48 Crores
(e)	Foreign Investment or collaborations, if any	N.A		

NOTICE (CONTD.)

2. Information about the appointee:

Name	Saurabh Agarwal
Age	43 Years
Qualification	B.E.(Mechanical)
Back ground Details	Shri Saurabh Agarwal, aged 43 years, holds B.E. (Mechanical) degree from R.V. College of Engineering, Bangalore. He has been associated with Kamdhenu Limited since 1998 in different capacities and went on to become whole time director of the Company in 2003. He was instrumental in Company's backward integration through installation of induction furnace at the Company's plant. Due to his consistent efforts, today the Company is discovering and using new process, designs and enabling technology to design products and services as per consumer's needs. Now he is also heading the paint division of the Company.
Experience	He has been associated with Kamdhenu Limited since 1998 in different capacities and went on to become whole time director of the Company in 2003. He is having total experience of 19 years.
Date of First Appointment in Board	01.01.2003
Share holding in the Company	576500 equity shares
Relationship with other directors, Key Managerial Personnel	Son of Shri Satish Kumar Agarwal, Brother of Shri Sachin Agarwal.
No. of Meeting of Board attended during the year 2017-18	5
Directorship	Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited Kamdhenu Overseas Limited Kamdhenu PaintsIndia Limited Kamdhenu Ispat Limited
Membership of Committee	Stakeholders Relationship Committee Management Committee Borrowing Committee Share Transfer Committee Allotment Committee
Chairmanship of Committee	No
Past Remuneration	₹ 7,75,000/- per month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.



NOTICE (CONTD.)

Job Profile and his suitability	The job of the Whole Time Director shall be to carry out functions of planning, promoting organizing, directing and coordinating Paints business of the Company. More specifically to identify and explore the market for paints products in the Country, positioning the paints products of the Company in the market, penetrate the unexplored areas of the market, popularize the brand of the Company, implement proper system in the Company, all round enhancement of the performance of the Company in paint segment to make the Company a prominent player in the market.
Remuneration Proposed	₹ 12,25,000/-per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Shri Saurabh Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Shri Saurabh Agarwal is one of the promoters of Kamdhenu Limited. He is related to Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company, Shri Sachin Agarwal & Shri Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a)	Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.		
(b)	Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
	Expected increase in productivity and profits in measurable terms	Financial Year	Net Profit	Sales Turnover
		2018-19	26 Crores	1,327 Crores
		2019-20	45 Crores	1,665 Crores
		2020-21	80 Crores	2,026 Crores

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

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



NOTICE (CONTD.)

ITEM NO.10

The members of the Company had approved the appointment and remuneration of Shri Sachin Agarwal as Whole Time Director of the Company in the Annual General Meeting held on 27th September, 2016 for 3 years from 01.04.2017 to 31.03.2020. The remuneration payable to Shri Sachin Agarwal during this tenure as approved by shareholders was ₹ 7,75,000/- per month comprising salary ₹ 7,50,000/- & perquisites of ₹ 25,000/-.

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Shri Sachin Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 28.05.2018 has fixed the remuneration of Shri Sachin Agarwal to ₹ 12,25,000/- per month (including perquisites of ₹ 25,000/-) from 01.04.2018 to 31.03.2020 to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

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

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

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

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

1. General Information:

(a)	Nature of Industry	Steel, Paint and Power Industry		
(b)	Date or expected date of commencement of commercial production	The Company has already commenced its business activities.		
(c)	In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable		
(d)	Financial performance based on given indicators	The Company has achieved following sales turnover and net profit during the last five years:-		
		Financial Year	Net Profit	Sales Turnover
		2017-18	₹ 15.67 Crores	₹ 1,187.33 Crores
		2016-17	₹ 8.10 Crores	₹ 867.73 Crores
		2015-16	₹ 8.14Crores	₹ 885.38Crores
		2014-15	₹ 8.02Crores	₹ 1,011.08Crores
		2013-14	₹ 5.95Crores	₹ 965.48Crores
(e)	Foreign Investment or collaborations, if any	N.A		



NOTICE (CONTD.)

2. Information about the appointee:

Name	Sachin Agarwal
Age	40 Years
Qualification	B.E (Industrial Engineering),MBA)
Back ground Details	Shri Sachin Agarwal, aged 40 years, is a qualified engineer in Industrial Engineering & Management and also done Master in Business Administration (MBA) from United Kingdom. He started his career in the year 2002 with Kamdhenu Limited and became whole time director of the Company in 2007. He has over 15 years of experience in marketing, quality control.
Experience	He started his career in the year 2002 with Kamdhenu Limited and became whole time director of the Company in 2007. He has over 13 years of experience in marketing, quality control.
Date of First Appointment in Board	14.04.2007
Share holding in the Company	673719 equity shares
Relationship with other directors, Key Managerial Personnel	Son of Shri Satish Kumar Agarwal, Brother of Shri Saurabh Agarwal.
No. of Meeting of Board attended during the year 2017-18	5
Directorship	Kamdhenu Overseas Limited Kamdhenu Concast Limited Kamdhenu PaintsIndia Limited Kamdhenu Ispat limited
Membership of Committee	No
Chairmanship of Committee	No
Past Remuneration	₹ 7,75,000/- per month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	The job of the Whole Time Director shall be to carry out functions of planning, promoting, organizing, directing and coordinating steel business of the Company. His function shall be to upgrade the manufacturing process of the Company, implement the technical innovation, maintain and improve the quality, improve market positioning, extension of the marketing network, managing marketing team, implement the strategies of the Company to enhance and maintain performance of the Company in steel sector.
Remuneration Proposed	₹ 12,25,000/-per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Shri Saurabh Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Shri Sachin Agarwal is one of the promoters of Kamdhenu Limited. He is related to Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company, Shri Sachin Agarwal & Shri Sunil Kumar Agarwal, Whole Time Directors of the Company.



NOTICE (CONTD.)

3. Other Information:

(a)	Reasons of loss or inadequate profits	The Company has not been adequately profitable in last few years because of ongoing slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.		
(b)	Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one of incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.		
(c)	Expected increase in productivity and profits in measurable terms	Financial Year	Net Profit	Sales Turnover
		2018-19	26 Crores	1,327 Crores
		2019-20	45 Crores	1,665 Crores
		2020--21	80 Crores	2,026 Crores

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

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

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(Jogeswar Mohanty)

Company Secretary
M. No.A23247

Place: Gurugram

Date: 28th May, 2018



NOTICE (CONTD.)

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	Satish Kumar Agarwal	Sunil Kumar Agarwal
Category	Chairman & Managing Director	Whole-time Director
DIN	00005981	00005973
Date of Birth and Age	07/07/1949, 69 years	01/07/1957, 61 years
Qualification	B.E (Mech.)	B.E (Chemical)
Nature of Expertise/Experience	Details given below	Details given below
Brief Resume	Details given below	Details given below
First appointment on the Board		
Terms and Conditions of Appointment/ re-appointment	1. To be appointed as Director liable to retire by rotation 2. Appointed as Chairman & Managing Director for three years from 01.04.2017 to 31.03.2020	1. To be appointed as Director liable to retire by rotation. 2. Appointed as Whole time 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 Chairman & Managing Director on monthly remuneration of ₹ 8,25,000/- comprising Salary of ₹ 8,00,000/- and Perquisites of ₹ 25,000/-.	Currently working as Whole Time Director on monthly remuneration of ₹ 8,00,000/- comprising Salary of ₹ 7,75,000/- and Perquisites of ₹ 25,000/-.
No. of shares held in the Company as at 31 st March, 2017	1281842 Equity Shares of ₹ 10 each	1295292 Equity Shares of ₹ 10 each
Relationship with other Directors/ Manager/ Key Managerial Personnel	1. Father of Shri Saurabh Agarwal and Shri Sachin Agarwal 2. Brother of Shri Sunil Kumar Agarwal	1. Brother of Shri Satish Kumar Agarwal
No. of Board meetings attended out of 5 meetings held during the year	5 (Five)	5 (Five)
Directorships held in other Companies in India	4	6
Membership /Chairmanship of committees in other Companies	0	0



NOTICE (CONTD.)

ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING

PROFILE OF DIRECTORS SEEKING REAPPOINTMENT

ITEM NO. 3 OF THE NOTICE OF ANNUAL GENERAL MEETING

Shri Satish Kumar Agarwal, Director:

DIN :00005981

Date of Birth :07/07/1949

PROFILE:

Shri Satish Kumar Agarwal, Gold Medalist in B.E. (Mech.) from Banaras Hindu University is the founder of Kamdhenu Limited. Shri Agarwal has extensive industrial experience of 47 years and has played pivotal role in the success of the Kamdhenu Group.

EXPERIENCE:

In the year 1994, he founded the Kamdhenu Limited with a single unit for manufacturing of HSD Bars at Bhiwadi (Rajasthan). Under his guidance and leadership, the Company has introduced the franchisee business model, which proved to be a resounding success. Kamdhenu Group takes pride in its nationwide presence through franchisee units and is gaining a well-deserved place among the largest manufacturers of International quality steel bars in India.

Shri Agarwal has extensive industrial experience of 47 years and has played pivotal role in the success of the Kamdhenu Group.

He has closely witnessed the phenomenal growth of the Kamdhenu Group which is result of his tremendous entrepreneurial and leadership skills. He has been the driving force behind the growth and expansion of the Kamdhenu Group. His understanding and sharp business acumen has been instrumental in evolving growth strategies and thereby significantly contributing to the implementation of expansion & diversification plans in different business verticals.

Shri Agarwal has received several accolades in recognition of his leadership skills and rapid business growth from various organizations.

Other Directorships

Sr. No.	Name of the Company	Status
1.	Kamdhenu Overseas Limited	Director
2.	Kamdhenu Paint Industries Limited	Director
3.	Kamdhenu Concast Limited	Director
4.	Kamdhenu Infradevelopers Limited	Director

Membership in Committees of Kamdhenu Limited:

Sr. No.	Name of the Committee	Status
1.	Management Committee	Member
2.	Borrowing Committee	Member
3.	Share Transfer Committee	Member
4.	Corporate Social Responsibility Committee	Member

Shareholding: Shri Satish Kumar Agarwal holds 1281842 Equity Shares of ₹ 10 each fully paid - up in the Company

Directors' inter-relationship:

Sr. No.	Name of the Director	Designation	Relation with Directors
1.	Shri Satish Kumar Agarwal	Chairman & Managing Director	1. Father of Shri Saurabh Agarwal and Shri Sachin Agarwal 2. Brother of Shri Sunil Kumar Agarwal



NOTICE (CONTD.)

ITEM NO.4 OF THE NOTICE OF ANNUAL GENERAL MEETING

Shri Sunil Kumar Agarwal, Director:

DIN : 00005973

Date of Birth : 01/07/1957

PROFILE

He achieved his B.E. (Chemical) from HBTI Kanpur, having vast experience of over 33 years in steel industry, Shri Agarwal has got core expertise in the production and marketing arena and has played vital role in scripting the success story of Kamdhenu Group.

EXPERIENCE:

Shri Sunil Kumar Agarwal is among the founder members of Kamdhenu Limited, who is taking the Company to new heights of success and glory. Shri Agarwal has been potent force behind the strong and efficient Kamdhenu marketing network that spreads out across the country.

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

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

Other Directorships:

Sr. No.	Name of the Company	Status
1.	Kamdhenu Paint Industries Limited	Director
2.	Kamdhenu Infradevelopers Limited	Director
3.	Kamdhenu Concast Limited	Director
4.	Kay2 Steel Limited	Director
5.	Kamdhenu Ispatlimited	Director
6.	Kamdhenu Paints India Limited	Director

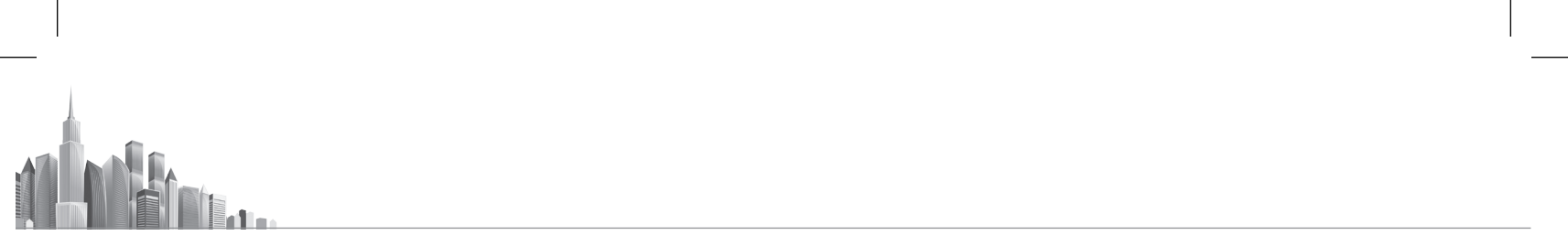
Membership in Committees of Kamdhenu Limited:

Sr. No.	Name of the Committee	Status
1.	Audit Committee	Member
2.	Management Committee	Member
3.	Borrowing Committee	Member
4.	Share Transfer Committee	Member
5.	Corporate Social Responsibility Committee	Member

Shareholding: Shri Sunil Kumar Agarwal holds 1295292 Equity Shares of ₹ 10 each fully paid-up in the Company

Director's inter - se relationship:

Sr. No.	Name of the Director	Designation	Relation with Directors
1.	Shri Sunil Kumar Agarwal	Whole Time Director	Brother of Shri Satish Kumar Agarwal





KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Registered office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110037

Phone: 011-26784596, Fax: 0124-4218524, Email: kamdhenu@kamdhenulimited.com | Website: www.kamdhenulimited.com

Form No. MGT-11

PROXY FORM

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

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

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

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

1.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him

2.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him

3.	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Monday, the 24th day of September, 2018 at 10.00 A.M. 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, 2018, including audited Balance Sheet as at 31st March, 2018 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 ₹ 1/- per Equity Share having face value of ₹ 10/- each fully paid up for the Financial Year ended 31st March, 2018.
- To appoint a Director in place of Shri Satish Kumar Agarwal (DIN: 00005981), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Shri Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration.



SPECIAL BUSINESS

Ordinary Resolution No.

6. To approve the remuneration of the Cost Auditors for the financial year ending 31st March,2019

Special Resolution No.

7. To increase the remuneration payable to Shri Satish Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020
8. To increase the remuneration payable to Shri Sunil Kumar Agarwal with effect from 1st April, 2018 upto 31st March, 2020
9. To increase the remuneration payable to Shri Saurabh Agarwal with effect from 1st April, 2018 upto 31st March, 2020
10. To increase the remuneration payable to Shri Sachin Agarwal with effect from 1st April, 2018 upto 31st March, 2020

Affix
revenue
stamp

Signed thisday of2018 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.



FORM NO. SH-13

Nomination Form

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

Name of the Company: Kamdhenu Limited

RegisteredAddressoftheCompany:L-311, Khasra No. 724, Street No. 7 Mahipalpur Extention, New Delhi - 110037

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

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

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

(2) PARTICULARS OF NOMINEE/S-

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

(3) IN CASE NOMINEE IS A MINOR-

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

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

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

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

Signature(s)

Name and Address of Witness

Signature



KAMDHENU LIMITED

CIN:L27101DL1994PLC134282

Registered office:L-311, Khasra No.724,Street No.7, Mahipalpur Extension,NewDelhi-110037

Phone:011-26784596,Fax:0124-4218524,**Email:kamdhenu@kamdhenulimited.com**

Website: **www.kamdhenulimited.com**

ATTENDANCE SLIP

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

Name & Address of the Shareholder

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

SEQUENCE NO.

FOLIONO.

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 Monday, the 24th day of September, 2018 at 10:00 AM.



ROUTE MAP

