

# **Shashank Pashine & Associates**

## **Company Secretaries**

### **Corporate Office:**

E-92, F.F, South Extension, Part -1

New Delhi - 110049

☎ Office: +91- 11 - 4155-5096

Contact No: +91- 9999630777

### **Registered Office:**

K-10, South Extension, Part - 1

New Delhi - 110049

✉ [csshshankpashine@gmail.com](mailto:csshshankpashine@gmail.com)

### **Annexure IV**

To  
The Chief General Manager  
**Listing Operation,**  
**National Stock Exchange of India**  
**Limited,**  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

To  
The Chief General Manager  
**Listing Operation,**  
**BSE Limited,**  
20<sup>th</sup> Floor, P. J.Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir,

**Sub: Application for "in-principle approval" prior to issue and allotment of 27,50,000 warrants convertible into equivalent number of Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

I, Shashank Pashine, Practicing Company Secretary have verified the relevant records and documents of Kamdhenu Limited ("the Company") with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) (names along with warrants proposed to be issues has been stated in **Annexure-A**) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date i.e., January 09, 2024. Further, non the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) The Proposed Allottees as named below does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.



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S. No.	Name of the Proposed Allottee
1	Ariston Capital Limited
2	Arrow Emerging Opportunities Fund Limited
3	Minerva Media Ventures Limited
4	NAV Capital VCC – NAV Capital Emerging Star Fund
5	Navneet Jain
6	Diwakar Aggarwal
7	Advik Gaur
8	Shekhar Jalan

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/pledge of pre-preferential holding from Relevant Date i.e., January 09, 2024. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID /Client ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Ariston Capital Limited	IN303622-10082373	NIL	NA	NA	-	-
Arrow Emerging Opportunities Fund Limited	IN303622-10076630	NIL	NA	NA	-	-
Minerva Media Ventures Limited	IN301799-10090759	NIL	NA	NA	-	-





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NAV Capital VCC – NAV Capital Emerging Star Fund	IN301348- 20243683	NIL	NA	NA	-	-
Navneet Jain	IN302566 - 10098343	NIL	NA	NA	-	-
Diwakar Aggarwal	12010900- 33800857	NIL	NA	NA	-	-
Advik Gaur	12075200- 00027648	NIL	NA	NA	-	-
Shekhar Jalan	12075200- 00001490	NIL	NA	NA	-	-
Vipil Agarwal*	IN301549- 58305061	5,000	13.01.2024	30.08.2024	-	-

\*Mrs. Vipil Agarwal is a relative of the Chief Financial Officer (Key Managerial Personnel) of the Company. Further, there was no sale/purchase was done by Vipil Agarwal preceding the 90 trading days from the relevant date till the lock-in of pre-preferential holding.

- d) The proposed allottees does not belong to promoter(s) or the promoter group and are eligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.



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- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e., 2023-24 is less than 5% of the post issue fully diluted share capital of the issuer.

For **Shashank Pashine & Associates**

Company Secretaries,

ICSI Unique Code: S2018DE639400

Peer Review Cert. No.: 2790/2022

**CS Shashank Pashine**

**Proprietor**

**Membership No: F11665**

**CP. No: 21229**

**UDIN No.: F011665E003213160**

**Date:** January 13, 2024

**Place:** New Delhi



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## Annexure - A

### LIST OF PROPOSED ALLOTTEES

S.No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
1	Diwakar Aggarwal	2,00,000
2	Advik Gaur	1,70,000
3	Shekhar Jalan	1,16,400
4	Navneet Jain	1,16,400
5	Vipil Agarwal	50,000
6	Minerva Ventures Fund	8,97,200
7	NAV Capital VCC - NAV Capital Emerging Star Fund	5,00,000
8	Arrow Emerging Opportunities Fund Limited	5,00,000
9	Ariston Capital Limited	2,00,000
<b>Grand Total</b>		<b>27,50,000</b>

