



**KL/SEC/2023-24/82**

**Date: 6<sup>th</sup> February, 2024**

To,  
The Manager- Listing  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051

To,  
The Manager- Listing  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

NSE Symbol: KAMDHENU

BSE Scrip Code: 532741

**Subject: Shareholders Information – Receipt of In-Principle approval granted by Stock Exchanges for Issuance and Allotment of 27,50,000 Convertible Warrants (“Preferential Allotment”) of Kamdhenu Limited, on preferential basis to Proposed Allottees.**

Dear Sir/Madam,

In reference to our earlier intimation made vide Letter No. KL/SEC/2023-24/70 dated 13<sup>th</sup> January, 2024 and pursuant to Regulation 28(1) and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended, we wish to inform you that the National Stock Exchange of India Limited vide its letter NSE/LIST/39559 and BSE Limited vide its letter LOD/PREF/TT/FIP/1180/2023-24 both dated 6<sup>th</sup> February, 2024, have granted their In-principle approval to Kamdhenu Limited (“the Company”) for issuance and allotment of 27,50,000 Warrants convertible into Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, at an Issue Price of Rs. 353/- per warrant including premium of Rs 343/- per warrants (“Warrants Issue Price”) on preferential issue basis.

Copy of the In-principle Approvals as received from National Stock Exchange of India Limited and BSE Limited, are enclosed herewith as **Annexure-A**.

This is for your information and appropriate dissemination please.

**For Kamdhenu Limited**

**Khem Chand,**  
**Company Secretary & Compliance Officer**

Encl.: as above.

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/39559

February 06, 2024

The Company Secretary  
Kamdhenu Limited  
2nd floor, Tower-A,  
Building Number 9,  
DLF Cyber City,  
Phase-3 Gurgaon-122002.

**Kind Attn: Mr. Khem Chand**

Dear Madam,

**Sub: In - Principle approval under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We are in receipt of your application regarding In-principle approval for issue of 2750000 Equity shares of Rs. 10/- each pursuant to conversion of warrants issued on Preferential basis in terms of Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the applicable guidelines, regulations, directions of the Exchange or any statutory authorities as on the date of listing application.
4. Compliance of all conditions as per the SEBI (LODR) Regulations, 2015 as on date of listing, Companies Act, 1956 / Companies Act, 2013 and other applicable laws.
5. Submissions of documents as may be required by NSE and payment of applicable fees.

**Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention of provisions of Chapter V of SEBI (ICDR) Regulations.**

“Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.”

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations, 2015, Guidelines/ Regulations issued by statutory authorities, etc.

Signer: DHAROD CHARM CHETAN  
Date: Tue, Feb 6, 2024 16:03:15 IST  
Location: NSE

Yours faithfully,  
For National Stock Exchange of India Limited

Charmi Dharod  
Senior Manager

Cc:

National Securities Depository Limited  
4th Floor, Trade World  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai 400 013.

Central Depository Services Limited  
Marathon Futurex, A-Wing, 25th floor,  
N M Joshi Marg, Lower Parel,  
Mumbai – 400 013.

P.S. Checklist of all the further issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed

Signer: DHAROD CHARMI CHETAN  
Date: Tue, Feb 6, 2024 16:03:15 IST  
Location: NSE

LOD/PREF/TT/FIP/1180/2023-24

February 06, 2024

The Company Secretary,  
**Kamdhenu Ltd**  
2nd Floor, Tower - A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram, Haryana, 122002

Dear Sir,

**Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We refer to your application seeking our **In-principle approval for the issue of 27,50,000 warrants of Rs.10/- each to be converted into 27,50,000 equity shares of Rs.10/- each at a price not less than Rs. 353/- to non promoters on a preferential basis."**

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security, and you are required to duly and separately comply with the requirements in respect thereof.

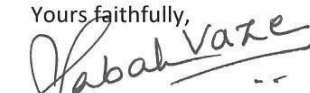
You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link: <https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019, "the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)" along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.

The Exchange reserves its right to withdraw this 'in-principle' approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,



**Sabah Vaze**  
Senior Manager



**Chirag Pareek**  
Assistant Manager