



KAMDHENU LIMITED

CIN: L27101HR1994PLC092205

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

Phone: 0124-4604500, **E-mail:** kamdhenu@kamdhenulimited.com

Website: www.kamdhenulimited.com

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh (27th) Annual General Meeting ("AGM") of the Members of Kamdhenu Limited will be held on Monday, the 27th day of September, 2021 at 10:00 A.M (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the AGM shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESSES:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021, ALONG WITH AUDITORS' REPORT THEREON AND THE REPORTS OF THE BOARD OF DIRECTORS ALONG WITH ANNEXURES.**

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

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company comprising of Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statements for the Financial Year ended on 31st March, 2021, together with the notes thereto, along with Auditors' Report thereon and the report of the Board of Directors along with annexures be and are hereby received, considered and adopted."

- 2. TO APPROVE AND DECLARE THE FINAL DIVIDEND OF ₹ 0.80 PER EQUITY SHARE (I.E. @ 8%) HAVING FACE VALUE OF ₹ 10/- EACH FULLY PAID UP FOR THE FY 2020-21.**

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

"RESOLVED THAT the final dividend of ₹ 0.80 per Equity Share (i.e. @8%) of face value ₹ 10/- each fully paid up for the FY 2020-21, as recommended by the Board of Directors, be and is hereby approved and declared."

- 3. TO CONSIDER APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI SAURABH AGARWAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Saurabh Agarwal (DIN: 00005970), who retires by rotation and being eligible and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

- 4. TO CONSIDER APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI SACHIN AGARWAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sachin Agarwal, (DIN: 01188710), who retires by rotation and being eligible and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESSES:

- 5. TO APPOINT SHRI MADHUSUDAN AGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013

("the Act") and read with rules made thereunder and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of Articles of Association of the Company and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Madhusudan Agarwal (DIN: 00338537) who was appointed as an Additional Director (in the category of Non-Executive Independent Director) of the Company, with effect from 22nd May, 2021 in terms of Section 161 of the Act, and who has submitted declaration that he meets the criteria of Independence as provided under the Act and Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member proposing his candidature for the office of Director of the Company and is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority and who is eligible for appointment, be and is hereby appointed by the members as an Independent Director not liable to retire by rotation to hold office for a term of 2 (two) consecutive years with effect from 22nd May, 2021 till 21st May, 2023.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. TO RE-APPOINT SHRI RAMESH CHANDRA JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Ramesh Chandra Jain (DIN:00038529), who was appointed as

an Independent Director and who holds office as an Independent Director up to 1st May, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, being eligible and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and Listing Regulations, 2015, and is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority and who is eligible for appointment be and is hereby re-appointed by the members as an Independent Director, not liable to retire by rotation and to hold office for a second term of 2(two) consecutive years w.e.f. 2nd May, 2021 to 1st May, 2023.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to continue the office of the Shri Ramesh Chandra Jain as Independent Director of the Company even after attaining the age of 75 year during his tenure of directorship.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FY 2021 - 22

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of out of pocket expenses at actuals, if any, payable to M/s K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditors of the Company, who was appointed by the Board of Directors of the Company on recommendation of the Audit

Committee as Cost Auditors to conduct the audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014, for the FY 2021-22, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**By Order of The Board Of Directors of
Kamdhenu Limited**

Sd/-

Satish Kumar Agarwal

Date: 21st June, 2021

Chairman & Managing Director

Place: Gurgaon

DIN: 00005981

NOTES:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**"), setting out the material facts relating to the Special Business stated under Item No.5, 6 and 7 of the Notice to be transacted at the Annual General Meeting ("**AGM**") is annexed hereto and forms part of this Notice. The relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations, 2015**") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors appointment/re-appointment at the 27th AGM are also annexed as **Annexure A**.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, CircularNo.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs ("**MCA**") followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issued from time to time (collectively referred to as "**MCA Circulars**") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the SEBI (collectively referred to as "**SEBI Circulars**"), permitted the holding of AGM through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Monday, 27th September, 2021 at 10:00 A.M. (IST). The deemed venue for the 27th AGM shall be Registered Office of the Company.
2. Generally a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member

of the Company. Since, the AGM is being held in accordance with the MCA Circulars and SEBI Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available for the AGM, hence the proxy form, attendance slip and route map are not attached to this Notice.

3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization/ Power of Attorney etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent by e-mail on Scrutinizer's e-mail address at rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. **Dividend and Record Date:**
 - a. Record date for the purpose of payment of dividend is as on close of business hours of Friday, 10th September, 2021.

b. If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or before 26th October, 2021, as under:

- i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as on close of business hours of Friday, 10th September, 2021.
- ii) to all Members in respect of Shares held in physical form, after giving effect to valid transmission and transposition requests lodged with the Company as on close of business hours of Friday, 10th September, 2021

7. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to cs@kamdhenulimited.com latest by 5:00 P.M. (IST) on or before Friday, 10th September, 2021.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders (including Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@kamdhenulimited.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 5:00 P.M. (IST) on or before Friday, 10th September, 2021.

Update of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

I. Shares held in physical form: Members are requested to send hard copies of the following details / documents to the Company's Registrar and Transfer Agent, viz. KFin Technologies Private Limited (Formerly Known as Karvy Fintech Private Limited) at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana-500 032:

- a. Signed request letter mentioning your name, folio number(s), complete address and following details relating to bank account, in which the dividend is to be received.
 - i. Name & Branch of Bank and Bank Account type;
 - ii. Bank Account Number & Type allotted by your Bank after implementation of Core Banking Solutions;
 - iii. 9-digit MICR code no.;
 - iv. 11 digit IFSC Code.
 - v. cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly;
- b. self-attested copy of the PAN Card;
- c. self-attested copy of any document (such as Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company; and
- d. Scanned copy of the share certificate (front and back side).

II. Shares held in electronic form: Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the warrant / Bankers' cheque / demand draft to such Members.

8. As per Regulation 40 of the Listing Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition and re-lodged transfer of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents - M/s. Kfin Technologies Private Limited for assistance in this regard.
9. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Kfin Technologies Private Limited, in case the shares are held in physical form.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

12. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividend not encashed or remaining unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

The details of unpaid and unclaimed dividends lying with the Company as on 31st March, 2021 are uploaded on the website of the Company and can be accessed through the link <https://www.kamdhenulimited.com/unclaimed-unpaid-amount.php>.

Details of unpaid and unclaimed dividends up to 31st March, 2020 are also uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in

Members who have not yet encashed the dividend warrants, from the Financial Year ended 31st March, 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent at the following address, to claim the unclaimed/ unpaid dividends:

Name of : KFin Technologies Private Limited
RTA (Formerly Known as Karvy Fintech Private Limited)
Address : Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032.
Tel : +91-40-67162222
E- Mail : einward.ris@kfintech.com
Website : <https://www.kfintech.com/>

13. Nomination Facility:

As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form SH-14. The said form(s) can be downloaded from the Company's Website www.kamdhenulimited.com. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at einward.ris@kfintech.com in case the shares are held in physical form, quoting their folio no(s).

14. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company at E-Mail : cs@kamdhenulimited.com.
15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Member may note that the Notice of AGM and the Annual Report 2020-21 will also be available on the Company's website at www.kamdhenulimited.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com

respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

16. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 26th September, 2021 through e-mail on cs@kamdhenulimited.com. The same will be replied by the Company suitably.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. The remote e-Voting facility period commences at 9:00 A.M. (IST) on Friday, 24th September, 2021 (and ends at 5:00 P.M. (IST) on Sunday, 26th September, 2021. The e-Voting module shall be disabled by NSDL for voting thereafter. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e. Monday, 20th September, 2021 may cast their votes electronically. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility or e-Voting during the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Monday, 20th September, 2021.
3. Members will be provided with the facility for voting through electronic voting system (insta poll) during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman.
4. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate

in the AGM through VC/ OAVM, but shall not be entitled to cast their vote again.

The Board of Directors of the Company has appointed Shri Rupesh Agarwal, failing him Shri Shashikant Tiwari, Partners of M/s Chandrasekaran Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting (insta poll) and remote e-voting process, in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, within two working days in terms of Listing Regulations, 2015 or three days in terms of the Act (whichever is earlier) of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

5. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company <https://www.kamdhenulimited.com> and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
6. Any person, who are other than individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the Cut-Off Date i.e. Monday, 20th September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then

you can use your existing user ID and password for casting your vote. If you have forgotten your password, you could reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.

7. In case of Individual shareholders holding securities in Demat mode, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the Cut-Off Date i.e. Monday, i.e. 20th September, 2021 are requested to follow the login method mentioned below in point (A) under e-Voting instructions.

INSTRUCTIONS FOR ATTENDING ANNUAL GENERAL MEETING THROUGH VC/OAVM

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**
- a. **How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?**
 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - b. **General Guidelines for shareholders**
 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login

to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Shri Aman Goyal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kamdhenulimited.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to cs@kamdhenulimited.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at

cs@kamdhenulimited.com. The same will be replied by the Company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**By Order of The Board Of Directors of
Kamdhenu Limited**

Sd/-

Satish Kumar Agarwal

Date: 21st June, 2021

Place: Gurgaon

Chairman & Managing Director

DIN: 00005981

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO.5

TO APPOINT SHRI MADHUSUDAN AGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has appointed Shri Madhusudan Agarwal as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 22nd May, 2021. Pursuant to Section 161 of the Act an Additional Director appointed by the Board shall hold office up to the date of the AGM and shall be appointed as a Director by the members. The resolution seeks the approval of members for the appointment of Shri Madhusudan Agarwal as an Independent Director of the Company up to 21st May, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Shri Madhusudan Agarwal to the office of Independent Director. Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of Directors by listed companies" dated 20th June, 2018, Shri Madhusudan Agarwal is not debarred from holding the office of Director pursuant to any SEBI order.

In the opinion of the Board of Directors, Shri Madhusudan Agarwal fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company for his appointment as an Independent Director of the Company and he is independent of the management. The Board of Directors considers that based on his varied experience, his association would be of immense benefit to the Company. It is therefore proposed to appoint Shri Madhusudan Agarwal as an Independent

Non-Executive Director on the Board of the Company for a first term of 2 (two) consecutive years with effect from 22nd May, 2021 to 21st May, 2023.

A copy of the draft letter for the appointment of Shri Madhusudan Agarwal as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee by the members and is also available at website of the Company www.kamdhenulimited.com.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item no. 5 of the accompanying Notice for the approval of members as an Ordinary Resolution.

Brief profile of Shri Madhusudan Agarwal is enclosed as **Annexure-B** to this Notice.

ITEM NO.6

TO RE-APPOINT SHRI RAMESH CHANDRA JAIN AS AN INDEPENDENT DIRECTOR

Shri Ramesh Chandra Jain was appointed as an Independent Director of the Company pursuant to Section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members in the Annual General Meeting held on 30th September, 2019 to hold office up to 1st May, 2021. The Nomination and Remuneration Committee, through circulation dated 29th April, 2021, after taking into account the performance evaluation of Shri Ramesh Chandra Jain during his first term of two consecutive years i.e. from 2nd May, 2019 to 1st May, 2021 and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board his reappointment for a second term of two consecutive years. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended the reappointment of Shri Ramesh Chandra Jain as an Independent Director, not liable to retire by rotation, for a second term of two consecutive years with effect from 2nd May, 2021 to 1st May, 2023. Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of Directors by listed companies" dated 20th June, 2018, Shri Ramesh Chandra Jain is not debarred from holding the office of Director pursuant to any SEBI order.

In accordance with the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Company.

Shri Ramesh Chandra Jain fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, 2015.

The Company has received all statutory disclosures / declarations from Shri Ramesh Chandra Jain including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Shri Ramesh Chandra Jain to the office of Independent Director.

In the opinion of the Board of Directors, Shri Ramesh Chandra Jain fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company for his appointment as an Independent Director of the Company and he is independent of the management. The Board of Directors considers that based on his varied experience, his association would be of immense benefit to the Company. It is therefore proposed to reappoint Shri Ramesh Chandra Jain as an Independent Non-Executive Director on the Board of the Company for a second term of 2 (two) consecutive years with effect from 2nd May, 2021 to 1st May, 2023.

Further, as per Regulation 17(1A) of the Listing Regulations, 2015, a listed entity shall not appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years or more unless a special resolution is passed to that effect.

Members are requested to note that Shri Ramesh Chandra Jain will attain the age of 75 years during his current tenure of directorship in the Company. Accordingly, in terms

of Regulation 17(1A) of the Listing Regulations, 2015, the approval of the members would also be required for continuation of his directorship after attaining the age of 75 years.

In the opinion of the Board and based on its evaluation, Shri Ramesh Chandra Jain fulfills the conditions specified in the Act and Rules made thereunder and Listing Regulations, 2015 for his re-appointment as an Independent Director of the Company. A copy of the draft letter for the re-appointment of Shri Ramesh Chandra Jain setting out the terms and conditions is available for electronic inspection without any fee by the members and is also available at website of the Company www.kamdhenulimited.com. The resolution seeks the approval of members for the re-appointment of Shri Ramesh Chandra Jain as an Independent Director of the Company up to 1st May, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

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

The Board recommends the resolution set forth in Item no. 6 of the accompanying Notice for the approval of members as Special Resolution.

Brief profile of Shri Ramesh Chandra Jain is enclosed as **Annexure-C** to this Notice

ITEM NO.7

TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FY 2021-22

In terms of the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder, the Company is required to maintain Cost Audit Reports and have the same audited by a Cost Auditors. The Board of Directors in its meeting held on 21st June, 2021, 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 cost audit of the Company for the financial year ending 31st March, 2022 on a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only)

plus taxes as applicable, and reimbursement of out of pocket expenses at actuals, if any.

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 as amended, required that the remuneration payable to the Cost Auditor be ratified by the Members. The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.7 of the accompanying Notice be ratified by the Members by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends the resolution set forth in Item no. 7 the accompanying Notice for the approval of members as an Ordinary Resolution.

ANNEXURE - A

Details of Director seeking appointment/re-appointment at the Annual General Meeting [Pursuant to regulation Debt and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

PART-A

Sr. No	Particulars	Shri Saurabh Agarwal	Shri Sachin Agarwal
(1)	DIN	00005970	01188710
(2)	Date of birth and Age	23 November, 1974 (46 Years)	25 November, 1977 (43 Years)
(3)	Designation	Whole Time Director	Whole Time Director
(4)	Qualification	B.E. (Mechanical)	BE (Industrial Engineering), MBA
(5)	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 22 years.	He started his career in the year 2002 with Kamdhenu Limited and became Whole-time Director of the Company in 2007. He has over 19 years of experience in marketing, quality control.
(6)	Nature of expertise in specific functional areas	Technical expertise in plant operations	Marketing, product designing, manufacturing process restructuring.
(7)	Brief Resume	Shri Saurabh Agarwal, aged 46 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	Shri Sachin Agarwal, aged 43 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 19 years of experience in marketing, quality control.
(8)	Terms and Conditions of Appointment.	As per the resolution passed by the Shareholders in the 25 th Annual General Meeting held on 30 th September, 2019.	As per the resolution passed by the Shareholders in the 25 th Annual General Meeting held on 30 th September, 2019.
(9)	Remuneration to be paid	₹ 18,50,000 per month	₹ 18,50,000 per month
(10)	Remuneration last drawn	₹ 12,25,000 per month	₹ 12,25,000 per month
(11)	Date of First Appointment on the Board	1 st January, 2003	14 th April, 2007
(12)	Shareholding in the Company [including as a beneficial owner]	8,26,500 Equity Shares of ₹ 10 each	9,23,719 Equity Shares of ₹ 10 each

ANNEXURE - A (Contd.)

Sr. No	Particulars	Shri Saurabh Agarwal	Shri Sachin Agarwal																																																									
(13)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<ol style="list-style-type: none"> Son of Shri Satish Kumar Agarwal Brother of Shri Sachin Agarwal 	<ol style="list-style-type: none"> Son of Shri Satish Kumar Agarwal, Brother of Shri Saurabh Agarwal 																																																									
(14)	Number of Meetings of the Board attended during the year	5	5																																																									
(15)	Directorship held in other Companies in India including listed Entity	<table border="1"> <thead> <tr> <th>S. no.</th> <th>Name of Company</th> <th>Private/Listed/ Unlisted (Public Company)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Kamdhenu Overseas Limited</td> <td>Public Company</td> </tr> <tr> <td>2.</td> <td>Kamdhenu Paint Industries Limited</td> <td>Public Company</td> </tr> <tr> <td>3.</td> <td>Kamdhenu Paints India Limited</td> <td>Public Company</td> </tr> <tr> <td>4.</td> <td>Kamdhenu Concast Limited</td> <td>Public Company</td> </tr> <tr> <td>5.</td> <td>Kamdhenu Infradevelopers Limited</td> <td>Public Company</td> </tr> <tr> <td>6.</td> <td>Kamdhenu Ventures Limited</td> <td>Public Company</td> </tr> <tr> <td>7.</td> <td>Kamdhenu Colour and Coatings Limited</td> <td>Public Company</td> </tr> <tr> <td>8.</td> <td>Kamdhenu Global Alliance Limited</td> <td>Public Company</td> </tr> <tr> <td>9.</td> <td>Kamdhenu Metallic Industries Limited</td> <td>Public Company</td> </tr> <tr> <td>10.</td> <td>Radhey Bio. Tech Private Limited</td> <td>Private Company</td> </tr> </tbody> </table>	S. no.	Name of Company	Private/Listed/ Unlisted (Public Company)	1.	Kamdhenu Overseas Limited	Public Company	2.	Kamdhenu Paint Industries Limited	Public Company	3.	Kamdhenu Paints India Limited	Public Company	4.	Kamdhenu Concast Limited	Public Company	5.	Kamdhenu Infradevelopers Limited	Public Company	6.	Kamdhenu Ventures Limited	Public Company	7.	Kamdhenu Colour and Coatings Limited	Public Company	8.	Kamdhenu Global Alliance Limited	Public Company	9.	Kamdhenu Metallic Industries Limited	Public Company	10.	Radhey Bio. Tech Private Limited	Private Company	<table border="1"> <thead> <tr> <th>S. no.</th> <th>Name of Company</th> <th>Private/Listed/ Unlisted (Public Company)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Kamdhenu Overseas Limited</td> <td>Public Company</td> </tr> <tr> <td>2.</td> <td>Kamdhenu Paints India Limited</td> <td>Public Company</td> </tr> <tr> <td>3.</td> <td>Kamdhenu Concast Limited</td> <td>Public Company</td> </tr> <tr> <td>4.</td> <td>Kamdhenu Ispatlimited</td> <td>Public Company</td> </tr> <tr> <td>5.</td> <td>Kamdhenu Ventures Limited</td> <td>Public Company</td> </tr> <tr> <td>6.</td> <td>Kamdhenu Colour and Coatings Limited</td> <td>Public Company</td> </tr> <tr> <td>7.</td> <td>Kamdhenu Metallic Industries Limited</td> <td>Public Company</td> </tr> </tbody> </table>	S. no.	Name of Company	Private/Listed/ Unlisted (Public Company)	1.	Kamdhenu Overseas Limited	Public Company	2.	Kamdhenu Paints India Limited	Public Company	3.	Kamdhenu Concast Limited	Public Company	4.	Kamdhenu Ispatlimited	Public Company	5.	Kamdhenu Ventures Limited	Public Company	6.	Kamdhenu Colour and Coatings Limited	Public Company	7.	Kamdhenu Metallic Industries Limited	Public Company
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(16)	Directorship and membership of committees of the board held in other listed entities.	0	0																																																									
(17)	Membership/ Chairmanship of Committees of Boards of other Companies.	0	0																																																									

ANNEXURE - A (Contd.)

PART-B

S. No	Particulars	Shri Madhusudan Agarwal	Shri Ramesh Chandra Jain
1	DIN	00338537	00038529
2	Date of Birth and Age	15.08.1964, 57 Years	22.12.1946, 75 Years
3	Designation	Non - Executive Independent Director	Non - Executive Independent Director
4	Qualification	FCA	B. Tech., MIM
5	Experience	More than 30 years	More than 25 years
6	Nature of expertise in specific functional areas	Accounts, Audit and Financial Management	Corporate Restructuring, start-up of Engineering and Solution Business
7	Brief Resume	Brief profile of Shri Madhusudan Agarwal is enclosed as Annexure-B to this Notice	Brief profile of Shri Ramesh Chandra Jain is enclosed as Annexure-C to this Notice
8	Terms and Conditions of Appointment/ reappointment	As per the letter of Appointment duly approved by the Board of Directors	As per the letter of Appointment duly approved by the Board of Directors
9	Remuneration to be paid	Sitting fee as decided by the board to attend meeting of Board of directors and committee meetings	Sitting fee as decided by the board to attend meeting of Board of directors and committee meetings
10	Remuneration last drawn, if any	Nil	2.80 Lakh
11	Date of First Appointment on the Board	22 nd May, 2021	2 nd May, 2019
12	Shareholding in the Company[including as a beneficial owner]	Nil	Nil
13	Relationship with other Directors/ Manager/ Key Managerial Personnel	Not related to other directors	Not related to other directors
14	Number of Meetings of the Board attended during the year	N.A.	5

ANNEXURE - A (Contd.)

S. No	Particulars	Shri Madhusudan Agarwal			Shri Ramesh Chandra Jain		
		S. no.	Name of Company	Private/Listed/Unlisted (Public Company)	S. no.	Name of Company	Private/Listed/Unlisted (Public Company)
15	Directorships held in other Companies in India including Listed Companies	1.	East Buildtech Limited	Listed Company	1.	The Hi-Tech Gears Limited	Listed Company
		2.	Yahweh Transport Private Limited	Private Company	2.	Frick India Limited	Listed Company
		3.	Kesri Investments Ltd	Public Company	3.	The Hi-Tech Robotic Systemz Limited	Public Company
		4.	MSA Professionals Private Limited	Private Company	4.	Modern Automotives Limited	Public Company
						Indoi Systems Private Limited	Private Company
16	Membership/ Chairmanship of committees in other Companies	Name of the Company	Name of the Committee	Membership/ Chairmanship	Name of the Company	Name of the Committee	Membership/ Chairmanship
		East Buildtech Limited	Nomination and Remuneration Committee	Member	Frick India Limited	Audit Committee	Member
						Stakeholders Relationship Committee	Chairman
						Nomination and Remuneration Committee	Member
						Corporate Social Responsibility Committee	Chairman

By Order of The Board Of Directors of
Kamdhenu Limited

Sd/-

Satish Kumar Agarwal

Chairman & Managing Director

DIN: 00005981

Date: 21st June, 2021

Place: Gurgaon

ANNEXURE - B

Brief Profile of Shri Madhusudan Agarwal :

Shri Madhusudan Agarwal, FCA is a graduate from University of Delhi and is a fellow member of The Institute of Chartered Accountants of India ("the ICAI") since August 1987 and has got more than 34 years of professional experience in the field of audit, management consulting, tax and company law matters to various corporate across industries including steel, print media, healthcare, digital media, financial services, textile, real estate, automobiles, IT enabled services, printing and packaging, etc. He is a senior partner of Doogar & Associates, Chartered Accountants, New Delhi. He has authored several books of professional interest as:

1. Guide to Capital Issues
2. Direct Taxes procedures

3. Hand Book to Income Tax Rules
4. Hand Book on Company Balance Sheet & Profit and Loss Account
5. Guide to Depreciation under Income Tax and Company Law
6. Company Law Ready Reckoner

He has been a regular contributor of Articles on subject of professional interests in various journals and magazines published by the ICAI, Money Matter and Capital Market. He has been awarded twice by the ICAI for writing best articles in students' section of "The Chartered Accountant", the monthly journal of ICAI in the year 1986 and 1987.

ANNEXURE - C

Brief Profile of Shri Ramesh Chandra Jain :

Shri Ramesh Chandra Jain is B. Tech (Honors) in Mechanical Engineering (1968) from IIT Kharagpur and Masters in Industrial Management (1973) from Cranfield University, UK. He has worked for Eicher Group at various senior levels for 25 years including as Group Vice Chairman, Managing Director of Eicher Tractors, Managing Director of Ramon and

Demm Limited. As Group Vice Chairman, he played a leading role in the Eicher Group's Portfolio Restructuring including start-up of Engineering Solution Business, acquisition of an Engineering Design company in USA, managing various businesses of the Group at the corporate level. Currently, he is serving on the board of Frick India Limited, Hi-Tech Gears Limited and other companies of repute.