



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 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Eighth (28th) Annual General Meeting ("AGM") of the Members of Kamdhenu Limited will be held on Thursday the 28th day of July, 2022 at 11:30 A.M (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business.

ORDINARY BUSINESSSES:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022, TOGETHER WITH REPORTS OF THE AUDITORS' AND THE BOARD OF DIRECTORS THEREON.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 and the Reports of the Auditors' and the Board of Directors thereon, laid before the meeting, be and are hereby received, considered and adopted."

"RESOLVED FURTHER THAT the Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 and the Reports of the Auditors' thereon, laid before the meeting, be and are hereby received, considered and adopted."

- 2. TO APPROVE AND DECLARE THE FINAL DIVIDEND OF ₹ 1.00 (RUPEE ONE) PER EQUITY SHARE (I.E. @ 10%) HAVING FACE VALUE OF ₹ 10/- EACH FULLY PAID UP FOR THE FY 2021-22.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

"RESOLVED THAT the final dividend of ₹1.00 per Equity Share (i.e. @10%) having face value of ₹10/- each fully paid up for the FY 2021-22, as recommended by the Board of Directors, be and is hereby approved and declared."

- 3. RE-APPOINTMENT OF SHRI SATISH KUMAR AGARWAL, (DIN: 00005981) CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY, RETIRING BY ROTATION.**

To consider and, if thought fit, to pass the following resolutions as 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 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 M/S S.S. KOTHARI MEHTA & CO, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000756N) AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF M/S B S D & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000312S) RETIRING AUDITORS:**

To consider and, if thought fit, to pass the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s S.S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No.000756N), be and is hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s B S D & Co., Chartered Accountants (Firm Registration No. 000312S), to hold office from the conclusion of the 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company, on such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company in consultation with the M/s S.S. Kothari Mehta & Co. Chartered Accountants."

SPECIAL BUSINESSSES:

- 5. RE-APPOINTMENT OF SHRI SATISH KUMAR AGARWAL (DIN: 0005981) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company in their meeting held on 30th May, 2022 and pursuant to the provisions of Sections

NOTICE (Contd.)

196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as amended, from time to time and Article of Association of the Company, Shri Satish Kumar Agarwal (DIN : 00005981), Chairman & Managing Director of the Company, whose period of office will expire on 31st March, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and who has already attained the age of 70 (Seventy) years, be and is hereby re-appointed as Chairman & Managing Director of the Company, liable to retire by rotation, for a further period of three years with effect from 1st April, 2023, at a monthly remuneration not exceeding ₹ 25 Lakh, including perks and other benefits.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/variation are in consonance of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority, if any, as may be mutually agreed to between the Board of Directors and Shri Satish Kumar Agarwal.

RESOLVED FURTHER THAT pursuant to the Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular with the proviso to Paragraph (A), in case of inadequacy of profits or no profits in the Company, in any financial year, Shri Satish Kumar Agarwal shall be paid the aforesaid remuneration as minimum remuneration.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the provisions of the Companies Act, 2013 and Rules made thereunder and Schedule V thereto, consent of the Members be and is hereby accorded to the payment of aforementioned remuneration to Shri Satish Kumar Agarwal, as Chairman & Managing Director of the Company and being the Promoter of the Company, notwithstanding that the aforementioned

annual remuneration is in excess of 5% of the net profit as calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

RESOLVED FURTHER THAT Shri Satish Kumar Agarwal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

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

6. RE-APPOINTMENT OF SHRI SUNIL KUMAR AGARWAL (DIN : 00005973) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolutions as a Special Resolution

"RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company in their meeting held on 30th May, 2022, pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as amended, from time to time and Article of Association of the Company, Shri Sunil Kumar Agarwal (DIN : 00005973), Whole-time Director of the Company, whose period of office will expire on 31st March, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation, for a further period of three years with effect from 1st April, 2023, at a monthly remuneration not exceeding ₹ 25 Lakhs, including perks and other benefits.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/variation are in consonance provision of the Companies Act, 2013 read with Schedule V thereto, and/or any

NOTICE (Contd.)

guidelines prescribed by the Government from time to time and/or other competent authority if any, as may be mutually agreed between the Board of Directors and Shri Sunil Kumar Agarwal.

RESOLVED FURTHER THAT pursuant to the Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular with the proviso to Paragraph (A), in case of inadequacy of profits or no profits in the Company, in any financial year, Shri Sunil Kumar Agarwal shall be paid the aforesaid remuneration as minimum remuneration.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the provisions of the Companies Act, 2013 and Rules made thereunder and Schedule V thereto, consent of the Members be and is hereby accorded to the payment of aforementioned remuneration to Shri Sunil Kumar Agarwal, as Whole-time Director and Promoter of the Company, notwithstanding that the aforementioned annual remuneration is in excess of 5% of the net profit as calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

RESOLVED FURTHER THAT Shri Sunil Kumar Agarwal shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof.

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

7. TO RE-DESIGNATE SHRI SAURABH AGARWAL (DIN: 00005970) AS NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members in the 25th Annual General Meeting of the Company held on 30th September, 2019 and pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company and in accordance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from

time to time and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-designate Shri Saurabh Agarwal (DIN: 00005970), Whole-time Director of the Company, whose period of office will expire on 31st March, 2023, as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation with effect from 1st June, 2022

RESOLVED FURTHER THAT Shri Saurabh Agarwal, Non-Executive & Non Independent Director, will be eligible for payment of sitting fees, within the limits prescribed under Companies Act, 2013 and as approved by the Board of Directors of the Company, for attending the meetings of the Board of Directors and/or the Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall always have deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. RE-APPOINTMENT OF SHRI SACHIN AGARWAL (DIN: 01188710) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolutions as a Special Resolution

"RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company in their meeting held on 30th May, 2022, pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as amended, from time to time and Article of Association of the Company, Shri Sachin Agarwal (DIN : 01188710), Whole-time Director of the Company, whose period of office will expire on 31st March, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation, for a further period of three years with effect from 1st April, 2023, at a monthly remuneration not exceeding ₹ 25 Lakhs, including perks and other benefits.

NOTICE (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance provision of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, as may be mutually agreed to between the Board of Directors and Shri Sachin Agarwal.

RESOLVED FURTHER THAT pursuant to the Section II of Part II to the Schedule V to the Companies Act, 2013 read in particular with the proviso to Paragraph (A), in case of inadequacy of profits or no profits in the Company in any financial year Shri Sachin Agarwal shall be paid the aforesaid remuneration as minimum remuneration.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the provisions of the Companies Act, 2013 and Rules made thereunder and Schedule V thereto, consent of the Members be and is hereby accorded to the payment of aforementioned remuneration to Shri Sachin Agarwal, as Whole-time Director and (member of promoter group of the company) notwithstanding that the aforementioned annual remuneration is in excess of 5% of the net profit as calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

RESOLVED FURTHER THAT Shri Sachin Agarwal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

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

9. RE-APPOINTMENT OF SHRI MADHUSUDAN AGARWAL (DIN: 00338537) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualifications of

Directors) Rules, 2014 as amended, from time to time, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 17 and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **("SEBI Listing Regulations")** and in accordance with the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee and Board of Directors, and being eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, consent of Members be and is hereby accorded to re-appoint Shri Madhusudan Agarwal (DIN : 00338537), who was appointed as Independent Director of the Company for a term of two consecutive years commencing from 22nd May, 2021 till 21st May, 2023 by the shareholders of the Company at their 27th Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, as Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years, which would be effective from the next day of expiry of his tenure i.e. w.e.f 22nd May, 2023 and will continue to hold office till 21st May, 2028."

RESOLVED FURTHER THAT Shri Madhusudan Agarwal, Independent Director, will be eligible for sitting fees, within the limits prescribed under Companies Act, 2013 and as approved by the Board of Directors of the Company, for attending the meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

10. TO APPOINT SMT. PRAVIN TRIPATHI (DIN: 06913463), AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to and in compliance with the provisions of Sections 149, 150, 152, 160, 161 of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification

NOTICE (Contd.)

of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the other applicable provisions of these statutes and the applicable provisions of other applicable statutes, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee, Smt. Pravin Tripathi (DIN: 06913463), who was appointed as an Additional Director in the category of Independent Woman Director of the Company with effect from 30th May, 2022 and in respect of whom a notice has been received from herself signifying her candidature for the office of an Independent Woman Director of the Company along with a declaration to the effect that she fulfills the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI Listing Regulations and a declaration to the effect that she is registered with the Independent Director databank maintained by the Indian Institute of Corporate Affairs ("**IICA**") and is eligible for appointment as an Independent Woman Director and who will attain the age of 75 years during her tenure as Independent Woman Director in terms of the Regulation 17(1A) of the Listing Regulation, be and is hereby appointed as an Independent Director, not liable to retire by rotation, of the Company for a term of five consecutive years from the date of appointment i.e. 30th May, 2022 to 29th May, 2027 and will continue to be an Independent Director beyond the age of 75 years.

RESOLVED FURTHER THAT Smt. Pravin Tripathi, Independent Woman Director, will be eligible for sitting fees, within the limits prescribed under Companies Act, 2013 and as approved by the Board of Directors of the Company, for attending the meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall always deemed to include any Committee as

constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

11. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2022-23:

To consider and, if thought fit, to pass the following resolutions as a 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 ₹ 60,000/- (Rupees Sixty Thousand Only) plus taxes as applicable and reimbursement of out of pocket expenses at actuals, if any, as approved by the Audit Committee and the Board of Directors of the Company, payable to M/s K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditors of the Company, for conducting the Cost Audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014, for the FY 2022-23, be and is hereby ratified and approved."

**By order of The Board of Directors of
Kamdhenu Limited**

Date : 30th May, 2022
Place: Gurgaon

Khem Chand
Company Secretary &
Compliance Officer
Membership No. F10065

Registered Office:

Kamdhenu Limited
CIN: L27101HR1994PLC092205
2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurgaon - 122002 Haryana, India
Telephone No.: 0124-4604500
Email : kamdhenu@kamdhenulimited.com
Website : www.kamdhenulimited.com

NOTICE (Contd.)

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") setting out material facts concerning the business under Item No. 5 to 11 of the accompanying AGM Notice, is annexed hereto.
2. In view of COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("**MCA**") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May, 2022 respectively, ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred as "**SEBI Circular**") (MCA Circulars and SEBI Circular collectively referred as "**Circulars**") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("**VC/ OAVM**") facility on or before 31st, December, 2022. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 28th Annual General Meeting ("**AGM**") of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
3. Since the AGM is being held in accordance with the Circulars through VC/OAVM, where physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 28th AGM. However, Institutional/Bodies Corporate Shareholders intending that their authorized representatives to attend AGM held through VC/OAVM, in pursuance of Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant resolution/ authorization, as passed by their Board of directors/ governing bodies, as the case may be, authorizing the representative(s) named therein to attend and vote on their behalf at the Meeting held through VC/OAVM, the specimen signature of such representative(s) being duly attested in the relevant resolution/authorization. The said Resolution Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to shashikant@cacsindia.com and Company on cs@kamdhenulimited.com in terms of the provisions of Section 113 of the Act, for the purpose of voting through remote E-Voting and for participation in the 28th AGM through VC/ OAVM facility and E-Voting (InstaPoll) during the 28th AGM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("**ICSI**") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), National Securities Depository Limited ("**NSDL**") is designated to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. Whereas M/s Mas Services Limited, a SEBI registered intermediary is appointed to provide a platform for convening the meeting through Video Conferencing; and to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc, through NSDL Platform.
5. In terms of the MCA Circulars, the Notice of the 28th AGM and Annual Financial Statements for the FY 2021-2022, will be available on the website of the Company at www.kamdhenulimited.com, on the website of NSE and BSE Limited at www.nseindia.com and www.bseindia.com and also on the website of National Securities Depositories Limited ("**NSDL**") at www.evoting.nsdl.com. Since, the 28th AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
6. Members may join the 28th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the 28th AGM and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the 28th AGM.
7. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a 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

NOTICE (Contd.)

- Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
8. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
 9. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 27th July, 2022 to Thursday, 28th July, 2022 (Both inclusive) for the purpose of payment of dividend, proposed to the Shareholders of the Company and AGM for FY 2021-22.
 10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers including the register maintained under Section 189 of the Act and documents referred in the Notice will be available electronically for inspection by the members during the AGM. Members keen to inspect all the documents as referred in the Notice are available for inspection electronically during business hours i.e. between 10:00 A.M. (IST) to 04:00 P.M. (IST), by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to cs@kamdhenulimited.com.
 11. Electronic copy of the Notice of this AGM along with the Annual Report for the FY 2021-2022 is being sent to all the members whose email addresses are registered with the RTA/ Company/ Depository Participant(s) for communication purposes, in compliance with the MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report for the FY 2021-2022 and Notice of this AGM of the Company, may send request to the Company's email address at cs@kamdhenulimited.com mentioning their Foilo No./ DP ID and Client ID.
 12. The Company has fixed Friday, 1st July, 2022 as the cut-off date, for the purpose of sending notice of this AGM and Annual Report and other documents thereto, to the shareholders of the Company.
 13. Members are requested to address all correspondence, to the Company, Kamdhenu Limited, 2nd Floor, Tower-A, Building No. 9A, DLF Cyber City, Phase III, Gurgaon-122002 Haryana and RTA, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.
 14. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this AGM and the Annual Report for the FY 2021-2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs@kamdhenulimited.com or to the RTA at einward.ris@kfin.com.
 - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
 15. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company. Members may note that, in terms of the Listing Regulations equity shares of the Company can only be transferred in dematerialized form.
 16. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment

NOTICE (Contd.)

- through Notification No. SEBI/ LAD NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. To eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, KFin Technologies Limited for assistance in this regard. Further, as per the provisions of Section 72 of the Act, the facility for making nomination is available for 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. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Limited, in case the shares are held in physical form.
17. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of this AGM along with Annual Report for FY 2021-22 by email and holds shares as on the cut-off date i.e., Thursday 21st July, 2022, may obtain the User ID and password by sending a request to the Company Secretary at cs@kamdhenulimited.com and you may also write an email at sm@massserve.com. After receipt of the above credentials, please follow the steps mentioned in this notice, to cast the vote. 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 forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
 18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 28th AGM. In case of joint holders, the Members 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. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday 21st July, 2022.
 19. During the 28th AGM, the Chairman shall, after response to the questions raised by the members in advance or as by the speakers at the AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the vote cast by the members the e-Voting will be closed with the formal announcement of closure of the 28th AGM.
 20. The Board of Directors has appointed Shri Shashikant Tiwari (FCS No. 11919) or failing him Shri Rupesh Agarwal (Membership No. ACS-16302) of Chandrasekaran Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize remote e-voting process and the voting during the AGM, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
 21. The Scrutinizer shall after the conclusion of e-Voting at the 28th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.kamdhenulimited.com and on the website of NSDL at www.evoting.nsdl.com. The Results shall also be simultaneously forwarded to the Stock Exchanges National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
 22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days before the date of meeting through email on cs@kamdhenulimited.com. The same will be replied by the Company suitably.
 23. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, in respect of the appointment of Statutory Auditors and Directors seeking appointment/ re-appointment at this AGM, forms an integral part of

NOTICE (Contd.)

explanatory statement of the Notice of this AGM and Corporate Governance Report. Requisite declarations, consent, eligibility have been received from the Auditors and Directors seeking appointment/ re-appointment.

24. The Board of Directors has recommended final dividend of ₹ 1/- per equity share of ₹ 10/- each for the financial year ended 31st March, 2022 that is proposed to be paid within 30 days from the conclusion of 28th AGM, subject to the approval of the members at this AGM. The members appearing in the Register of members as on the closure of business hours on 26th July, 2022, shall be entitled for Dividend.
25. Pursuant to the provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@kamdhenulimited.com.
26. Dividend, if approved by the members as recommended by the Board of Directors of the Company, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s). Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents to the Company at cs@kamdhenulimited.com latest by 30th July, 2022:
 - a signed request letter in prescribed form ISR-1 mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions and 11-digit IFSC Code.
 - self attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
 - self-attested scanned copy of the PAN Card and AADHAR Card/Driving License/Election Identity Card/Passport.
 - Address proof of the member, as registered with the Company.
 - Members holding shares in demat mode, may update their Electronic Bank Mandate through your Depository Participant(s).
27. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate or the dividend amount bounced back/returned to the dividend account, the Company will dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, as soon as possible to their registered address with the Company.
28. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company will accordingly transfer the unpaid/ unclaimed dividend amounts for the FY 2014-15 to the IEPF on or before 28th October, 2022.
29. The Company has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.kamdhenulimited.com.
30. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 25,999 equity shares of ₹ 10/- each on which the dividend remained unpaid/ unclaimed for seven consecutive years, were transferred to the IEPF Account as on 31st March, 2022, after following the procedure prescribed. Further, Members who have not claimed/ encashed their dividends in the last seven consecutive years from 2014-2015 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares

NOTICE (Contd.)

to the IEPF Account in accordance with the prescribed procedure under the IEPF Rules.

31. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
32. General Instruction for accessing and participation in the 28th AGM of the Company through VC/OAVM facility and voting through electronic means including remote E-voting (InstaPoll):

I. Instruction for the Member for Voting through Electronic means;

- The remote e-Voting period will commence from Monday, 25th July 2022 (09:00 A.M. IST) and end on Wednesday 27th July, 2022 (5:00 P.M. 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., Thursday 21st July, 2022, may cast their vote electronically. The voting right 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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person who is not a member as on the cut-off date should treat this Notice of the 28th AGM for information purpose only.
- Instructions for attending the meeting through Video Conferencing; and voting through electronic means including remote E-voting (InstaPoll) are given at the end of this notice.
- 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 voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday 21st July, 2022.

II. Instructions for Members for participating in the 28th AGM through VC/ OAVM are as under:

- The members will be provided with a facility to attend the 28th AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join General Meeting" against the name of the Company. On clicking this link, the members will be able to attend the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions as mentioned in the notice, to avoid last minute rush.
- Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops 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 glitches.
- Members, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at cs@kamdhenulimited.com at least 72 hours in advance before the start of the meeting i.e. by

NOTICE (Contd.)

Monday, 25th July, 2022 by 11:30 A.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.

- When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 28th AGM.
- Institutional Investors who are members of the Company, are encouraged to attend and vote in the 28th AGM through VC/ OAVM facility.
- In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc. the following persons may be contacted:

Name	Contact No. & Email id
Shri Khem Chand Company Secretary & Compliance Officer Kamdhenulimited	0124-4605534 cs@kamdhenulimited.com
Shri Sharwan Mangla General Manager, Mas Services Limited	9811742828 sm@masserv.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.2. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If the user is 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

NOTICE (Contd.)

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 4. 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. 5. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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. 6. Click on options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach the 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned 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

NOTICE (Contd.)

B) Login Method 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 e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. **the EVEN for the AGM is 120284**
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****.
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 120284 then user ID is 120284001****

6. 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.
7. 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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.

NOTICE (Contd.)

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered:**

How to cast your vote electronically and join 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 General Meeting is in active status.
2. Select "EVEN" of company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. 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.

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 representative.
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.nsd.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll-free no.: 1800 1020 990 and 1800224430 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password & registration of email 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), AADHAR (self-attested scanned copy of Aadhar Card) to cs@kamdhenulimited.com. If you are 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 the 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.

NOTICE (Contd.)

2. Only those Members/ shareholders, 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 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:

- i. 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.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. 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.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 5, 6, 7, 8, 9, 10 & 11 of the accompanying Notice dated 30th May, 2022. Further, for Item No. 4 the explanatory statement is being provided pursuant to the Regulation 36(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI Listings Regulations**")

Item no. 4:

M/s. B S D & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting ('AGM') held on 29th September, 2017 for a period of 5 years, up to the conclusion of 28th AGM, so as to conduct the audit for the FY 2017-18 to FY 2021-22, in terms of provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended. Accordingly, M/s B S D Co., Chartered Accountants, will be holding office of Statutory Auditor till the conclusion of ensuing 28th Annual General Meeting and hence, would retire at the conclusion of the 28th AGM completing their first term. It would be pertinent to mention here that the M/s B S D Co., Chartered Accountants, has showed their unwillingness for being re-appointment for the second terms of 5 consecutive years in view of pre-occupation. Accordingly, in terms of the provisions of the Companies Act, 2013 and pursuant to the recommendation made by the Audit Committee, the Board of Directors has been proposing M/s S.S. Kothari Mehta & Company, Chartered Accountants, Firm Registration No. 000756N, to be appointed as Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company in place of retiring Auditor.

M/s S.S. Kothari Mehta & Company, Chartered Accountants, Firm Registration No. 000756N, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of to Section 139(1), 141(2) and 141(3) of the Act and relevant rules made there under.

The details as required under Regulation 36(5) of SEBI Listing Regulations are as under:

Proposed Remuneration/Fees payable to Statutory Auditor:

The remuneration proposed to be paid to the Statutory Auditors

NOTICE (Contd.)

shall be commensurate with the services to be rendered by them during the said tenure.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between M/s S.S. Kothari Mehta & Company, Chartered Accountants, Firm Registration No. 000756N and the Board of Directors of the Company.

Term of Appointment: 5 years from the conclusion of the 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company.

Brief Profile and Credentials of Statutory Auditor:

M/s S.S. Kothari Mehta & Company (SSKM or the firm) is a chartered accountant firm having 15 partners. SSKM was established in 1953 by Late Sh. S.S Kothari. Its main office is at New Delhi. Shri K S Mehta is the managing partner of SSKM. The firm is empanelled with CAG, RBI, IRDA etc. The firm has wide presence with offices in all four regions of India. They have various large, medium & MNCs as clients across industry sectors i.e., Cement, Power, Engineering, Textile, Sugar, Construction, Banking and Financial Sector.

The Board of Directors recommends the appointment of M/s. S.S. Kothari Mehta & Company, Chartered Accountants, Firm Registration No. 000756N, as the Statutory Auditors of the Company for a term of five consecutive years, as set out at the Item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives has any concern or interest, financially or otherwise, in this resolution.

Item No. 5

The Shareholders of the Company at their 25th Annual General Meeting held on 30th September, 2019, had approved the re-appointment of Shri Satish Kumar Agarwal as Chairman & Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 1st April, 2020 to 31st March, 2023.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to the approval of shareholders, in their meeting held on 30th May, 2022 has re-appointed Shri Satish Kumar Agarwal as Chairman & Managing Director, liable to retire by rotation, for a further period of three years, which would be commencing from the next day of expiry of current term i.e. from 1st April, 2023 and

till 31st March, 2026, on such remuneration, as set out at Item no. 5 of the Notice.

Further, with respect to the re-appointment of Shri Satish Kumar Agarwal as Chairman & Managing Director, liable to retire by rotation, the Company has received the following documents:

- a) Notice in writing under Section 160 of the Companies Act, 2013;
- b) Consent to act as director of the Company, in the stipulated form DIR-2;
- c) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Chairman & Managing Director (CMD) in the Company, if appointed as CMD;
- d) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The re-appointment of Shri Satish Kumar Agarwal as a rotational director, as set out at Item No. 3, shall be deemed to be a continuation of his appointment by the Board of Directors, as the Chairman & Managing Director

In the event of any inadequacy or absence of profits in any financial year the remuneration payable to him would be the same as mentioned in the resolution, as set out at item No. 5 and the validity of this resolution shall be as per Section II Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the following information may also be taken note of with regard to the appointment/remuneration of Shri Satish Kumar Agarwal in terms of Schedule V of the Act and in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India.

A. General Information

I. Nature of Industry:

The Company is engaged in the business of manufacturing of Steel and TMT Bars through own manufacturing unit and also through Franchisee model since September, 1994. The Company has been also forayed into the business of Paint and other

NOTICE (Contd.)

allied Paints products in the month of August, 2008.

II. **Date of commencement of commercial production:**

The Company's operation for manufacturing the Steel and TMT bars is in operation since September, 1994 and the manufacturing of Paint products were commenced since August, 2008.

III. **In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

IV. **Financial indicators:**

Set out in detail in the financial statements (Standalone and Consolidated) which form part of the Annual Report being sent to the members.

V. **Foreign investments or collaborations, if any:**

The Company has not made any Foreign Investments and neither entered into any collaborations, nor have any Foreign Direct Investment in the Company.

B. **Information about the Appointee**

I. **Background details:**

Shri Satish Kumar Agarwal, Chairman & Managing Director is a Gold Medalist in B.E. (Mech.) from Banaras Hindu University and also a founder of Kamdhenu Conglomerate. He has extensive Industrial Experience more than a 5 decades and has also played pivotal role in the success of the Kamdhenu Group.

He founded the Kamdhenu Limited, in the year of 1994, with a single unit for manufacturing of HSD Bars at Bhiwadi (Rajasthan) and by his vision, guidance and leadership, the Company has introduced the franchisee business model, which proved to be a resounding success and marked their presence all over India through franchisee units and also gained a well-deserved place among the largest manufacturers of International quality Steel bars in India.

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.

II. **Past Remuneration:**

During the FY 2021-22, Shri Satish Kumar Agarwal was paid managerial remuneration of ₹ 2,29,00,000/- (Rupees Two Crore and Twenty Nine Lakhs)

III. **Recognition or Awards:**

Under the dynamic leadership of Shri Satish Kumar Agarwal & Shri Sachin Agarwal, the Company has been winning awards year on year. The notable awards won are:

- World's Greatest Brands 2015 amongst Asia & GCC.
- Asia's Most Promising Brand 2015-16 by World Consulting & Research Corporation.
- Indian Power Brand 2016 & 2019-20 Award.
- World's Greatest Brands 2017-18 amongst Asia & GCC.
- Extraordinaire 2020-2022 Icon of Trust.

IV. Job profile and his suitability: Shri Satish Kumar in the capacity as the Chairman & Managing Director will be driving all the operations and policy decisions, visions and strategy and long term development activities of the Company in relation to the business operation and shall have substantial powers of management subject to superintendence, control and direction of the Board of Directors. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Shri Satish Kumar Agarwal and his visionary step for making the Kamdhenu Brand as the most respected and reliable brands, amongst the best in the Indian markets.

V. Remuneration Proposed: Not exceeding ₹ 30,00,000/- (Rupees Three Crore) per annum w.e.f 1st April, 2023.

VI. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Given the size of the Company, the Industry in which the Company is engaged and the fact

NOTICE (Contd.)

that the functional and business responsibility of the Company, would entirely be on Shri Satish Kumar Agarwal as Chairman & Managing Director. Accordingly, the remuneration proposed to be paid to him is at par with the norm in the industry.

The Nomination and Remuneration Committee of the Company at its meeting held on 30th May, 2022, based on the experience of Shri Satish Kumar Agarwal and his responsibilities, complex business operations, industry benchmark and size of the Company, considered and justify the payment of said proposed remuneration.

VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed and Shareholding, Shri Satish Kumar Agarwal does not have any pecuniary relationship with the Company. Shri Satish Kumar Agarwal, Chairman & Managing Director is brother of Shri Sunil Kumar Agarwal and father of Shri Sachin Agarwal and Shri Saurabh Agarwal, Directors of the Company.

C. Other Information:

I. Reasons of loss or inadequate profits:

The Company is profits making entity. However, the appointment is for a term of three years commencing 1st April, 2023 and the future trend in the profitability will largely depend on business environment in the domestic markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may exceed during the term of appointment.

II. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company has been earning profits in the past consistently. The Company is in process

of implementing the Scheme of Arrangement, wherein the Paint Business of the Company shall get demerged and thereafter the Company will carry on with the Steel Business with more focus and in competitive way. The Company is planning to increase its franchisee business and also planning to increase its capacity from 38 lakh MTPA to 50 Lakh MTPA through franchisee model.

However, for improving the financial position of the Company and to minimize impact of COVID-19 pandemic and other factors which could affect the financial position of the Company, several steps have been taken by the Company including expansion of production capacity of Steel Products through franchisee route to 50 lakh MTPA, which is in addition of the Company's own manufacturing unit i.e. 120 lakh MTPA. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

The Company has earned the PAT of ₹ 26.30 Crore during FY 2021-22 and Company is expected to do well in the subsequent years.

D. Other Disclosures

I. Disclosures with respect to Corporate Governance Report.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Corporate Governance Report, attached to in this Annual Report.

II. Disclosure as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards Issued by ICSI.

NOTICE (Contd.)

Name of Director	Shri Satish Kumar Agarwal
Date of First Appointment	12.09.1994
Age	72 Years
Terms and Conditions of appointment/re-appointment	Re-appointment as Chairman & Managing Director of the Company for the further period of 3 (three) years w.e.f. 1st April, 2023 and liable to retire by rotation in terms of Section 152, 196, 197 and 203 of the Companies Act, 2013.
Shareholding in the Company as on 31st March, 2022	16,47,742 Equity Shares of having face value of ₹ 10/- each.
Number of Meeting attended during the year	Details w.r.t. the number of Board and Committee meetings attended by Shri Satish Kumar Agarwal has been provided in Corporate Governance Report.
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.	Shri Satish Kumar Agarwal is Chairman & Managing Director of Kamdhenu Limited Details of Committee is depicted below: CSR Committee – Kamdhenu Limited Risk Management Committee - Kamdhenu Limited Shri Satish Kumar Agarwal has not resigned from any Listed Entity in preceding three years..
Directorships other than listed Company as on March 31, 2022	- Kamdhenu Paint Industries Limited - Kamdhenu Overseas Limited - Kamdhenu Concast Limited - Kamdhenu Infradevelopers Limited
Stock Option	No stock options granted during the FY 2021-22

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures.

His re-appointment as Chairman & Managing Director of the Company, liable to retire by rotation, in terms of resolution set out at item no. 5 shall be deemed to be in continuation of his current tenure appointment as the Chairman & Managing Director of the Company, if approved by the members.

Keeping in view that Shri Satish Kumar Agarwal has attained the age of 72 years and for over a 3 decades he has been involved in the operations of the Company, it would be in the interest of the Company to continue the employment of Shri Satish Kumar Agrawal as Chairman & Managing Director beyond the age of 72 years. Accordingly, approval of members by way of a Special Resolution is also sought under section 196(3) of the Companies Act, 2013.

Approval of member is also sought in terms of Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, for the remuneration payable to him (as set out in resolution mentioned at Item No 5) in excess of 5% of Net Profit calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, wherever applicable, the Board of Directors recommends the resolutions as set out at item no. 5 of this Notice, for approval of the members by way of a Special Resolution.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

The Shareholders of the Company at their 25th Annual General Meeting held on 30th September, 2019, had approved the re-appointment of Shri Sunil Kumar Agarwal (DIN : 0005973) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 1st April, 2020 to 31st March, 2023.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to the approval of shareholders, in their meeting held on 30th May, 2022 has re-appointed Shri Sunil Kumar Agarwal as Whole-time Director, liable to retire by rotation, for a further period of three years, which would be commencing from the next day of expiry of current term i.e. from 1st April, 2023 and till 31st March, 2026, on such remuneration and other terms and conditions of his appointment, as set out at Item no. 6 of the Notice.

NOTICE (Contd.)

Further, with respect to the re-appointment of Shri Sunil Kumar Agarwal as Whole-time Director, liable to retire by rotation, the Company has received the following documents:

- a) Notice in writing under Section 160 of the Companies Act, 2013;
- b) Consent to act as director of the Company, in the stipulated form DIR-2;
- c) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Whole-time Director (WTD) in the Company, if appointed as WTD;
- d) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

In the event of any inadequacy or absence of profits in any financial year the remuneration payable to him would be the same as mentioned in the resolution, as set out at item No. 6 and the validity of this resolution shall be as per Section II Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the following information may also be taken note of with regard to the appointment/remuneration of Shri Sunil Kumar Agarwal in terms of Schedule V of the Act and in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India.

A. GENERAL INFORMATION

I. Nature of Industry:

The Company is engaged in the business of manufacturing of Steel and TMT Bars through own manufacturing unit and also through Franchisee model since September, 1994. The Company has been also forayed into the business of Paint and other allied Paints products in the month of August, 2008.

II. Date of commencement of commercial production:

The Company's operation for manufacturing the Steel and TMT bars is in operation since September, 1994 and the manufacturing of Paint products were commenced since August, 2008.

III. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

IV. Financial indicators:

Set out in detail in the financial statements (Standalone and Consolidated) which form part of the Annual Report being sent to the members.

V. Foreign investments or collaborations, if any:

The Company has not made any Foreign Investments and neither entered into any collaborations, nor have any Foreign Direct Investment in the Company.

B. INFORMATION ABOUT THE APPOINTEE

I. Background details:

Shri Sunil Kumar Agarwal is among the founder members of Kamdhenu Limited, who has taking the Company to new heights of success and glory. He has been potent force behind the strong and efficient Kamdhenu marketing network that spreads out across the country. He achieved his B.E. (Chemical) from HBTI Kanpur, having vast experience of over 33 years in Steel Industry and has got core expertise in the production and marketing arena and has played vital role in scripting the success story of Kamdhenu Conglomerate.

Visualizing the Company's growth, he has been the brain behind strategizing the expansion of Kamdhenu brand through franchisee alliance with the competent companies in the regional steel market and he has also 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 Kumar 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.

NOTICE (Contd.)

II. Past Remuneration:

During the FY 2021-22, Shri Sunil Kumar Agarwal was paid managerial remuneration of ₹ 2,26,00,000/- (Rupees Two Crore and Twenty Six Lakhs)

III. Recognition or Awards:

Shri Sunil Kumar Agarwal has been winning awards year on year. The notable awards won by him are:

- India Greatest Leaders 2015-16 & 2017-17 – Asia one.
- Worlds' Greatest Leaders 2015 amongst Asia & GCC.
- Brand Vision Summit 2017-18 by Consumers & Industry.

IV. Job profile and his suitability: overall control and supervision of the operations and branding, promotions and marketing activities of the Company subject to and in coordination with the Chairman of the Company and the Board of Directors of the Company.

V. Remuneration Proposed: Not exceeding ₹ 30,000,000/- (Rupees Three Crore) per annum w.e.f 1st April, 2023.

VI. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the steel sector and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 30th May, 2022. The profile of Shri Sunil Kumar Agarwal, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration with the remuneration packages paid to their similar counterparts in other companies.

VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed and Shareholding, Shri Sunil Kumar Agarwal does not have any pecuniary relationship with the Company.

Shri Sunil Kumar Agarwal, Whole-time Director is brother of Shri Satish Kumar Agarwal and also related to Shri Sachin Agarwal and Shri Saurabh Agarwal, Directors of the Company.

C. OTHER INFORMATION:

I. Reasons of loss or inadequate profits:

The Company is profit making entity. However, the appointment is for a term of three years commencing 1st April, 2023 and the future trend in the profitability will largely depend on business environment in the domestic markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may exceed during the term of appointment.

II. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company has been earning profits in the past consistently. The Company is in process of implementing the Scheme of Arrangement, wherein the Paint Business of the Company shall get demerged and thereafter the Company will carry on with the Steel Business with more focus and in competitive way. The Company is planning to increase its franchisee business and also planning to increase its capacity from 38 lakh MTPA to 50 Lakh MTPA through franchisee model.

However, for improving the financial position of the Company and to minimize impact of COVID-19 pandemic and other factors which could affect the financial position of the Company, several steps have been taken by the Company including expansion of production capacity of Steel Products through franchisee route to 50 lakh MTPA, which is in addition of the Company's own manufacturing unit i.e. 120 lakh MTPA. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

The Company has earned the PAT of ₹ 26.30 Crore during FY 2021-22 and Company is expected to do well in the subsequent years.

NOTICE (Contd.)

D. OTHER DISCLOSURES

I. Disclosures with respect to Corporate Governance Report.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with

performance criteria, service contract details, notice period, severance fees, etc. have been made in the Corporate Governance Report, attached to in this Annual Report.

II. Disclosure as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards Issued by ICSI.

Name of Director	Shri Sunil Kumar Agarwal
Date of First Appointment	01.01.2003
Age	64 Years
Terms and Conditions of appointment/re-appointment	Re-appointment as Whole-time Director of the Company for the further period of 3 (three) years w.e.f. 1st April, 2023 and liable to retire by rotation in terms of Section 152, 196, 197 and 203 of the Companies Act, 2013.
Inter-se relationship between Director/Manager and other KMPs	18,45,572 Equity Shares of having face value of ₹ 10/- each.
Inter-se relationship between Director/Manager and other KMPs	Shri Sunil Kumar Agarwal is brother of Shri Satish Kumar Agarwal, CMD and is also related to Shri Saurabh Agarwal and Shri Sachin Agarwal, Directors of the Company.
Number of Meeting attended during the year	Details w.r.t. the number of Board and Committee meetings attended by Shri Sunil Kumar Agarwal has been provided in Corporate Governance Report.
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.	Shri Sunil Kumar Agarwal is Whole-time Director of Kamdhenu Limited Details of Committee is depicted below: Audit Committee – Kamdhenu Limited CSR Committee – Kamdhenu Limited Risk Management Committee - Kamdhenu Limited. Shri Sunil Kumar Agarwal has not resigned from any Listed Entity in preceding three years.
Directorships other than listed Company as on 31st March, 2022	<ul style="list-style-type: none"> - Radhey Bio. Tech Private Limited - Kamdhenu Paint Industries Limited - Kamdhenu Concast Limited - Kamdhenu Metallic Industries Limited - Kamdhenu Color and Coatings Limited - Kay2 Steel Limited - Kamdhenu Ventures Limited - Kamdhenu Infradevelopers Limited - Kamdhenu Global Alliance Limited - Kamdhenu Jeevandhara Foundation
Stock Option	No stock options granted during the FY 2021-22

NOTICE (Contd.)

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, the Board of Directors recommends the resolutions as set out at item no. 6 of this Notice, for approval of the members by way of a Special Resolution.

Approval of member is also sought in terms of Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, for the remuneration payable to him (as set out in resolution mentioned at Item No 6) which is in excess of 5% of Net Profit calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No. 6 of the accompanying Notice.

Item No. 7 .

Shri Saurabh Agarwal (DIN: 00005970) was appointed as Whole-time Director, liable to retire by rotation, for a period of three years commencing from 1st April, 2020 to 31st March, 2023, by the Members of the Company at their 25th Annual General Meeting of the Company held on 30th September, 2019.

In 2008, the Company has forayed into the business of Decorative Paints and Shri Saurabh Agarwal, being a Whole-time Director, was devoting his entire time for expanding the Paint Business to the new heights and under his supervision, guidance and directions the business of Decorative Paints commands a stronghold in the vast rural Indian hinterland. As of now the Company has set up the prominence across 33 units across all over India and as the Company is in process to hive-off the Paint segment to have a better scope for Independent growth of Steel & Paint Business separately through implementing the Scheme of Arrangement for demerging the paint business of the Company.

Upon the restructuring and reorganizations of both the businesses of the Kamdhenu Limited as mentioned in Scheme of Arrangement, the Business of Paint Division will be transferred to Kamdhenu Colour and Coatings Limited, a Wholly Owned Subsidiary of Kamdhenu Ventures Limited , which is in turn a wholly owned subsidiary of the Company.

In order to be engaged himself fulltime into the Paint Business and in view of his appointment as Managing Director in Kamdhenu Ventures Limited proposed to be listed on Stock Exchanges i.e. NSE and BSE and Kamdhenu Colour and Coating Limited, a subsidiary of Kamdhenu Ventures Limited. It would be pertinent to mention here that pursuant to provision of Section 203 of the Companies Act, 2013 no person shall hold or keep holding any position as Whole-Time Key Managerial Personnel in more than one Company, except subsidiary. Accordingly, Shri Saurabh Agarwal has relinquished all his entitlements as Whole-time Director in the Company.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors has considered that his association in Kamdhenu Ventures Limited and Kamdhenu Colour and Coatings Limited, a subsidiary of Kamdhenu Ventures Limited, as Managing Director would be more beneficial for the Paint Business and also keeping in view of his experience and time devoted to the Company for more than 20 exhilarating years as Whole-time Director, it was decided to re-designate him as Non-Executive & Non-Independent Director of the Company, liable to retire by rotation with effect from 1st June, 2022 to avail his expertise for the Company also.

Shri Saurabh Agarwal shall be entitled for the all such benefits, which are being taken by the other Non-Executive Directors on the Board of the Company, including sitting fees, as permissible under Companies Act, 2013 and as approved by the Board of Directors of the Company from time to time.

Further with respect to the re-designation of Shri Saurabh Agarwal as Non-Executive, & Non-Independent Director, liable to retire by rotation, the Company has received the following documents:

- a) Notice in writing under Section 160 of the Companies Act, 2013 proposing himself for re-designating as Non-Executive, Non-Independent Director;
- b) Consent to act as director of the Company, in the stipulated form DIR-2;
- c) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Director in the Company;
- d) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

NOTICE (Contd.)

Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:

Name of Director	Shri Saurabh Agarwal
Date of First Appointment	01.01.2003
Experience (including expertise in specific functional area)/ Brief Resume	<p>Shri Saurabh Agarwal is a dynamic entrepreneur having technical expertise in plant operations. Shri Saurabh Agarwal has been in association with Kamdhenu Limited since 1998, after completing B.E.(Mech.) from R.V. College of Engineering, Bengaluru. By dint of his hard work and extraordinary innovative wisdom, he has made rapid growth within the Company by earning the position of Whole Time Director and since then, he has been a mentor to the Kamdhenu Group.</p> <p>He has been instrumental in diversifying into paints business with a state-of-the-art manufacturing unit in Chopanki, Rajasthan in year 2007. The Company takes pride in being one of the largest manufacturer of decorative paints having Pan India presence. Ambitious and energetic, Shri Saurabh Agarwal avows for growth of brand Kamdhenu and envisions to make it a well-known international brand in few year time.</p>
Age	47 Years
Qualification	B.E.(Mech.) from R.V. College of Engineering, Bengaluru.
Terms and Conditions of appointment/re-appointment	Re-designation as Non-Executive & Non-Independent Director, liable to retire by rotation in terms of Section 149, 152, and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.
Past Remuneration drawn	₹ 2.23 Crore per annum (FY 2021-22)
Shareholding in the Company as on 31st March, 2022	8,26,500 Equity Shares of having face value of ₹ 10/- each.
Inter-se relationship between Director/ Manager and other KMPs	Shri Saurabh Agarwal is son of Shri Satish Kumar Agarwal, Chairman & Managing Director and a brother of Shri Sachin Agarwal and also related to Shri Sunil Kumar Agarwal, Whole-time Directors of the Company
Number of Meeting attended during the year	Details w.r.t. the number of Board and Committee meetings attended by Shri Saurabh Agarwal has been provided in Corporate Governance Report.
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.	<p>As on 31st March, 2022, Shri Saurabh Agarwal was Whole-time Director of Kamdhenu Limited</p> <p>Details of Committee is depicted below: Stakeholders Relationship Committee – Kamdhenu Limited</p> <p>Shri Saurabh Agarwal has not resigned from any Listed Entity in preceding three years.</p>
Directorships other than listed Company as on 31st March, 2022	<ul style="list-style-type: none"> - Radhey Bio. Tech Private Limited - Kamdhenu Paint Industries Limited - Kamdhenu Concast Limited - Kamdhenu Metallic Industries Limited - Kamdhenu Color and Coatings Limited - Kamdhenu Overeas Limited - Kamdhenu Ventures Limited - Kamdhenu Infradevelopers Limited - Kamdhenu Global Alliance Limited
Stock Option	No stock options granted during the FY 2021-22

NOTICE (Contd.)

The Board of Directors recommends the resolutions as set out at item no. 7 of this Notice, for approval of the members by way of Special Resolution.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No. 7 of the accompanying Notice.

Item No. 8

The Shareholders of the Company at their 25th Annual General Meeting held on 30th September, 2019, has approved the re-appointment of Shri Sachin Agarwal (DIN : 01188710) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 1st April, 2020 to 31st March, 2023.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to the approval of shareholders, in their meeting held on 30th May, 2022 has re-appointed Shri Sachin Agarwal as Whole-time Director, liable to retire by rotation, for a further period of three years, which would be commencing from the next day of expiry of current term i.e. from 1st April, 2023 and till 31st March, 2026, on such remuneration and other terms and conditions of his appointment, as set out at Item no. 8 of the Notice.

Further with respect to the re-appointment of Shri Sachin Agarwal as Whole-time Director, liable to retire by rotation, the Company has received the following documents;

- a) Notice in writing under Section 160 of the Companies Act, 2013;
- b) Consent to act as director of the Company, in the stipulated form DIR-2;
- c) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Whole-time Director (WTD) in the Company,
- d) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

In the event of any inadequacy or absence of profits in any financial year the remuneration payable to him would be the same as mentioned in the resolution, as set out at item No. 8

and the validity of this resolution shall be as per Section II Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the following information may also be taken note of with regard to the appointment/remuneration of Shri Sachin Agarwal in terms of Schedule V of the Act and in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India.

A. GENERAL INFORMATION

I. Nature of Industry:

The Company is engaged in the business of manufacturing of Steel and TMT Bars through own manufacturing unit and also through Franchisee model since September, 1994. The Company has been also forayed into the business of Paint and other allied Paints products in the month of August, 2008.

II. Date of commencement of commercial production:

The Company's operation for manufacturing the Steel and TMT bars is in operation since September, 1994 and the manufacturing of Paint products were commenced since August, 2008.

III. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

IV. Financial indicators:

Set out in detail in the financial statements (Standalone and Consolidated) which form part of the Annual Report being sent to the members.

V. Foreign investments or collaborations, if any:

The Company has not made any Foreign Investments and neither entered into any collaborations, nor have any Foreign Direct Investment in the Company.

B. INFORMATION ABOUT THE APPOINTEE

I. Background details:

Shri Sachin Agarwal is BE in Industrial Engineering from R.V. College of Engineering, Bengaluru and thereafter collected MBA degree in International Management from UK and has joined Kamdhenu Limited in 2002. Shri Sachin Agarwal is a young and vibrant face of the Company's

NOTICE (Contd.)

management and responsible for the technological advancement of the manufacturing units bringing about international quality standards of the products to the Kamdhenu Group. He was also an instrumental in strategic tie-up with Centre de Recherches Metallurgies (CRM) Belgium, for adoption of TEMPCORE technology in the manufacturing unit at Bhiwadi, adding to the economic viability of Kamdhenu's products, he has also been actively monitoring the Company's Research & Development (R&D) facility and enabling research and technological development. Due to his consistent efforts, extensive research and technical know-how from United Kingdom, Company added another feather in its cap by launch of its premium product of reinforcement rebars, KAMDHENU SS 10000 TMT which has unique features of double rib, double strength, double safety making it unmatched strong and most suitable for highly seismic zone and high rise construction.

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

II. Past Remuneration:

During the FY 2021-22, Shri Sachin Agarwal was paid managerial remuneration of ₹ 2,23,00,000/- (Rupees Two Crore and Twenty Three Lakhs)

III. Recognition or Awards:

Under the dynamic leadership of Shri Sachin Agarwal, the Company has been winning awards year on year. The notable awards won are:

- World's Greatest Brands 2015 amongst Asia & GCC.
- Asia's Most Promising Brand 2015-16 by World Consulting & Research Corporation.
- Indian Power Brand 2016 & 2019-20 Award.
- World's Greatest Brands 2017-18 amongst Asia & GCC.
- Extraordinaire 2020-2022 Icon of Trust.

IV. Job profile and his suitability: overall control and supervision of the operations and branding, promotions and marketing activities of the Company subject to and in coordination with the Chairman of the Company and its Board of Directors.

V. Remuneration Proposed: not exceeding ₹ 30,000,000/- (Rupees Three Crore) per annum w.e.f 1st April, 2023.

VI. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the steel sector and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 30th May, 2022. The profile of Shri Sachin Agarwal, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration with the remuneration packages paid to their similar counterparts in other companies.

VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed and Shareholding, Shri Sachin Agarwal does not have any pecuniary relationship with the Company. Shri Sachin Agarwal, Whole-Time Director is son of Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company and brother of Shri Saurabh Agarwal and also related to Shri Sunil Kumar Agarwal, Director of the Company.

C. OTHER INFORMATION:

I. Reasons of loss or inadequate profits:

The Company is profit making entity. However, the appointment is for a term of three years commencing 1st April, 2023 and the future trend in the profitability will largely depend on business environment in the domestic markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may exceed during the term of appointment.

II. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company has been earning profits in the past consistently. The Company is in process of implementing the Scheme of Arrangement, wherein the Paint Business of the Company shall get demerged and thereafter the Company will carry on with the Steel Business with more

NOTICE (Contd.)

focus and in competitive way. The Company is planning to increase its franchisee business and also planning to increase its capacity from 38 lakh MTPA to 50 Lakh MTPA through franchisee model.

However, for improving the financial position of the Company and to minimize impact of COVID-19 pandemic and other factors which could affect the financial position of the Company, several steps have been taken by the Company including expansion of production capacity of Steel Products through franchisee route to 50 lakh MTPA, which is in addition of the Company's own manufacturing unit i.e. 120 lakh MTPA. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

The Company has earned the PAT of ₹ 26.30 Crore during FY 2021-22 and Company is expected to do well in the subsequent years.

D. OTHER DISCLOSURES

I. Disclosures with respect to Corporate Governance Report.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Corporate Governance Report, attached to in this Annual Report.

II. Disclosure as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards Issued by ICSI.

Name of Director	Shri Sachin Agarwal
Date of First Appointment	14th April, 2007
Age	44 Years
Terms and Conditions of appointment/re-appointment	Re-appointment as Whole-time Director of the Company for the further period of 3 (three) years w.e.f. 1st April, 2023 and liable to retire by rotation in terms of Section 152, 196, 197 and 203 of the Companies Act, 2013.
Past Remuneration drawn	₹ 2.23 Crore per annum (FY 2021-22)
Shareholding in the Company as on 31st March 2022	9,23,719 Equity Shares of having face value of ₹ 10/- each.
Number of Meeting attended during the year	Details w.r.t. the number of Board and Committee meetings attended by Shri Sachin Agarwal has been provided in Corporate Governance Report.
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.	Shri Sachin Agarwal is Whole-time Director of Kamdhenu Limited and he is not the Chairman/Member in any Committee of the Company. Shri Sachin Agarwal has not resigned from any Listed Entity in preceding three years.
Directorships other than listed Company as on 31st March, 2022	<ul style="list-style-type: none"> - Kamdhenu Concast Limited - Kamdhenu Metallic Industries Limited - Kamdhenu Colour and Coatings Limited - Kamdhenu Overeas Limited - Kamdhenu Ventures Limited
Stock Option	No stock options granted during the FY 2021-22

NOTICE (Contd.)

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, wherever applicable, the Board of Directors recommends the resolutions as set out at item no. 8 of this Notice, for approval of the members by way of a Special Resolution.

Approval of member is also sought in terms of Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, for the remuneration payable to him (as set out in resolution mentioned at Item No 8) which is in excess of 5% of Net Profit calculated under the provision of Section 198 of the Companies Act, 2013 in any financial year during his tenure of appointment.

None of the Directors or KMP of the Company except Shri Satish Kumar Agarwal, Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal or their respective relatives is concerned or interested financially or otherwise in the Resolution at Item No. 8 of the accompanying Notice.

Item No. 9

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their 27th Annual General Meeting held on 27th September, 2021, appointed Shri Madhusudan Agarwal (DIN: 00338537) as Independent Director of the Company, for a period of 2 (two) years upto 21st May, 2023, not liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by him and based on his performance

evaluation, approved his re-appointment as Independent Director for a second term of 5 consecutive (five) years effective 22nd May, 2023 till 21st May, 2028 subject to the approval of Shareholders at this Annual General Meeting.

The Company has received the following documents in relation to his appointment;

- 1) Notice in writing in terms of Section 160 of the Companies Act, 2013;
- 2) Consent to act as director of the Company, in the stipulated form DIR-2;
- 3) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that his is not disqualified for holding office of Director in the Company, if appointed as Independent Director;
- 4) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.
- 5) Declarations that he meets the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended and has also confirmed that he is the registered member of Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

In the opinion of the Nomination and Remuneration Committee and the Board, Shri Madhusudan Agarwal is Independent of the Management of the Company.

Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:

Name of Director	Shri Madhusudan Agarwal
Date of First Appointment	22nd May, 2021
Experience (including expertise in specific functional area)/ Brief Resume	Shri Madhusudan Agarwal, University of Delhi alumnus, is a fellow member of The Institute of Chartered Accountants of India (ICAI) since 1987. He has more than three decades of professional experience in the field of audit, management consultancy, tax, company law matters and worked with various corporates across industries including steel, print media, healthcare, digital media, financial services, textile, real estate, automobiles and IT services etc.

NOTICE (Contd.)

Name of Director	Shri Madhusudan Agarwal
Age	57 Years
Qualification	Chartered Accountant, B.COM (Hons)
Terms and Conditions of appointment/re-appointment	Re-appointment for the second term of consecutive 5 years upto 20th May, 2028.
Skills and Capabilities	The necessary skills and capabilities required for the role is been possessed by Shri Madhusudan Agarwal.
Proposed Remuneration	As per the Remuneration Policy
Past Remuneration drawn	No remuneration was drawn by Shri Madhusudan Agarwal in the previous financial year except the Sitting fees details of which is provided under Corporate Governance Report.
Shareholding in the Company as on 31st March 2022	Nil.
Inter-se relationship between Director/Manager and other KMPs	Shri Madhusudan Agarwal is not related to any Director, Manager or Key Managerial Personnel of the Company.
Number of Meeting attended during the year	Details w.r.t. the number of Board and Committee meetings attended by Shri Sachin Agarwal has been provided in Corporate Governance Report.
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.	<p>Directorship Kamdhenu Limited – Independent Director East Buildtech Limited – Non-Executive & Non-Independent Director</p> <p>Committees Audit Committee Kamdhenu Limited (Chairman) Nomination & Remuneration Committee: Kamdhenu Limited (Member) East Buildtech Limited (Member)</p>
Directorships other than listed Company	<ul style="list-style-type: none"> - Kesri Investments Private Limited - Karishma Finvest Private Limited - Bhilwara Infotech Limited - Yahweh Transport Private Limited - MSA Professionals Private Limited

The draft letter of appointment of Shri Madhusudan Agarwal, containing terms of his appointment, is available for inspection by Members on the website of the Company at www.kamdhenulimited.com.

The Board considers that Shri Madhusudan Agarwal continued association would immensely benefit the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board of Directors recommends the resolution set forth in Item No. 9 for the approval of Members by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Shri Madhusudan

Agarwal, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Item No. 10

In compliance with the Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of Nomination & Remuneration Committee, Smt. Pravin Tripathi (DIN: 06913463) was inducted on the Board of Directors of the Company as an Additional Director in the category of Independent Woman Director, for a period of five consecutive years w.e.f 30th May, 2022. Having been appointed to the directorship of the Company as an Additional Director, she will

NOTICE (Contd.)

hold office as such upto the date of this 28th Annual General Meeting of the Company.

Smt. Pravin Tripathi, being eligible for appointment as an Independent Woman Director, the Company has received from her:

- (a) a notice in terms of Section 160 of the Companies Act, 2013;
- (b) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act;
- (d) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and SEBI listing Regulation and is registered with the IICA; and
- (e) declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that she is not debarred/

restrained for being appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act and the rules made thereunder, read with Schedule IV of the Act, for appointment of Smt. Pravin Tripathi, as an Independent Woman Director of the Company for a period of five consecutive years i.e. commencing on 30th May, 2022 and upto 29th May, 2027.

Smt. Pravin Tripathi, once appointed, will not be liable to retire by rotation. In the opinion of the Board, she is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder and Listing Regulations and is independent of the Management of the Company. It may be noted that her appointment at this 28th AGM shall be deemed to be a continuation of her appointment for a period of five consecutive years w.e.f. the date of appointment as Additional Director by the Board of Directors in their meeting held on 30th May, 2022, as aforementioned. A copy of the letter of appointment of Smt. Pravin Tripathi as an Independent Woman Director setting out the terms and conditions is available for the members on the website of the Company i.e. www.kamdhenulimited.com

Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:

Name of Director	Smt. Pravin Tripathi (DIN: 06913463)
Date of First Appointment	30th May, 2022
Experience (including expertise in specific functional area)/ Brief Resume	She is a former Indian Audit & Accounts Service (IA&AS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She has held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.
Age	72 Years
Qualification	Indian Audit & Accounts Service (IA&AS), B.A. (Hons.) and Master in English Literature from Punjab University.
Terms and Conditions of appointment/re-appointment	Appointment as Non-Executive & Independent Woman Director, not liable to retire by rotation, for the period of 5 consecutive years, in terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.
Past Remuneration drawn	Not Applicable

NOTICE (Contd.)

Name of Director	Smt. Pravin Tripathi (DIN: 06913463)
Shareholding in the Company as on 31st March 2022	She does not hold any shares in the Company.
Inter-se relationship between Director/ Manager and other KMPs	She is not related to any director of the Company.
Number of Meeting attended during the FY 2021-22	Not Applicable. As she has been appointed w.e.f 30th May, 2022
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years.	<p>As on 31st March, 2022, Smt. Pravin Tripathi holds Directorship in following Listed Companies:</p> <ul style="list-style-type: none"> - Jay Bharat Maruti Limited - Multi Commodity Exchange of India Limited - Minda Industries Limited - JBM Auto Limited <p>Details of Committee is depicted below:</p> <p>Audit Committee</p> <ul style="list-style-type: none"> - Multi Commodity Exchange of India Limited - Minda Industries Limited - JBM Auto Limited <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> - Minda Industries Limited - JBM Auto Limited - Kamdhenu Limited <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> - Multi Commodity Exchange of India Limited - JBM Auto Limited - Kamdhenu Limited <p>Risk Management Committee</p> <ul style="list-style-type: none"> - Multi Commodity Exchange of India Limited <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> - Multi Commodity Exchange of India Limited - Kamdhenu Limited <p>Smt. Pravin Tripathi has resigned from PTC India Financial Services Limited, a listed entity on 14th October, 2021.</p>
Directorships other than listed Company as on 31st March, 2022	<ul style="list-style-type: none"> - Minda Kosei Aluminum Wheel Private Limited - DSP Trustee Private Limited
Stock Option	No stock options granted during the FY 2021-22

As Smt. Pravin Tripathi would be attaining the age of 75 years during has tenure of 5 years, accordingly approval is also sought from the Members of the Company, by way of a Special Resolution in view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuation of Smt. Pravin Tripathi as a Non- Executive & Independent Woman Director after attaining the age of 75 years.

The Board recommends the Special Resolution as set out at Item No. 10 of the Notice for approval by the members.

Except Smt. Pravin Tripathi to whom the resolution relates, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 10 of the Notice.

Item No. 11

The Board of Directors at their meeting held on 30th May, 2022, on the recommendation of Audit Committee, has approved the appointment of M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) as Cost Auditor for the FY 2022-23 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only), plus applicable taxes, for the financial year ending 31st March, 2023 payable to the Cost Auditor, to conduct the audit of the cost records of the Company for the FY 2022-23.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as fixed by its Board of Directors, upon recommendations of the Audit Committee, has subsequently required to be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution, as set out in Item No. 11 of the Notice, for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution as set out at Item No. 11 of the Notice.

**By order of The Board of Directors of
Kamdhenu Limited**

Date : 30th May, 2022
Place: Gurgaon

Khem Chand
Company Secretary &
Compliance Officer
Membership No. F10065

Registered Office:

Kamdhenu Limited
CIN: L27101HR1994PLC092205
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Telephone No.: 0124-4604500
Email : kamdhenu@kamdhenulimited.com
Website : www.kamdhenulimited.com