

NOTICE OF 29th ANNUAL GENERAL MEETING





KAMDHENU LIMITED

CIN: L27101HR1994PLC092205

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

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

Website: www.kamdhenulimited.com

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Nine (29th) Annual General Meeting ("AGM") of the Members of Kamdhenu Limited (the 'Company') will be held on Wednesday the 23rd day of August 2023 at 11:30 A.M (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business.

ORDINARY BUSINESSES:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023, TOGETHER WITH REPORTS OF THE AUDITORS' AND THE BOARD OF DIRECTORS THEREON.**

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

"RESOLVED THAT the Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2023, the statement of profit and loss, the cash flow statement for the financial year ended on 31st March, 2023, notes to financial statements and the Reports of the Auditors' and the Board of Directors thereon, laid before the members, be and are hereby received, considered and adopted."

- 2. TO APPROVE AND DECLARE THE FINAL DIVIDEND OF ₹ 1.50/- (RUPEE ONE AND PAISA FIFTY ONLY) PER EQUITY SHARE (I.E. @ 15%) HAVING FACE VALUE OF ₹ 10/- EACH FULLY PAID UP FOR THE FINANCIAL YEAR 2022-23.**

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

"RESOLVED THAT the final dividend of ₹1.50/- per Equity Share (i.e. @15%) having face value of ₹ 10/- each fully paid up for the financial year 2022-23, as recommended by the Board of Directors, be and is hereby approved and declared."

- 3. TO APPOINT SHRI SUNIL KUMAR AGARWAL (DIN: 00005973), WHOLE-TIME DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sunil Kumar Agarwal (DIN: 00005973), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

- 4. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2023-24:**

To consider and, if thought fit, to pass the following resolution as 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 financial year 2023-24, be and is hereby ratified and approved."

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

Sd/-
Khem Chand

Company Secretary &
Compliance Officer
Membership No. F10065

Date : 18th May, 2023
Place: Gurugram

Registered Office:

Kamdhenu Limited
CIN: L27101HR1994PLC092205
2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram- 122002 Haryana, India
Telephone No.: 0124-4604500
Email : cs@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. 4 of the accompanying AGM Notice, is annexed hereto. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment at the ensuing AGM is annexed with this Notice.
2. The Ministry of Corporate Affairs, Government of India (**"MCA"**) inter-alia vide their General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 5th May, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 (collectively referred to as **"MCA Circulars"**) has allowed to conduct of AGM through Video Conferencing/ Other Audio-Visual Means (**"VC/ OAVM"**) facility on or before 30th September, 2023. The Securities and Exchange Board of India (**"SEBI"**) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (**"SEBI Circular"**) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (**"Listing Regulations"**). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 29th Annual General Meeting (**"AGM"**) of the Company is being conducted through VC/OAVM facility, without the physical presence of members at a common venue. **The deemed venue for the 29th AGM shall be the Registered Office of the Company situated at 2nd Floor, Tower-B, Building No. 9, Tower-A, DLF Cyber City, Phase-III, Gurugram - 122002 Haryana.**
3. The 29th AGM of the Company is being held in accordance with the MCA and SEBI Circulars through VC/OAVM, **therefore, the requirement of physical attendance of members has been dispensed with and due to which the facility for appointment of proxies by Members under Section 105 of the Act will not be available for this 29th AGM, Accordingly, the Proxy Form, Attendance Slip and Route Map of the 29th AGM are not annexed to this Notice.**
4. 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"**).
5. The Institutional Investors and Body Corporates who are the Shareholders of the Company are encouraged to attend and vote at the 29th AGM through VC/OAVM facility provided by the Company. Body Corporate Shareholders / Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the 29th AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution as passed by their respective Board of Directors or Governing/Statutory Bodies, to the Scrutinizer appointed by the Company through e-mail on their registered e-mail address at shashikant@cacsindia.com and to Shri Khem Chand, Company Secretary of the Company at cs@kamdhenulimited.com, not later than the 48 hours before the scheduled time of the commencement of the 29th AGM.
6. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item No. 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice
7. The Company has engaged the National Securities and Depository Limited, as the authorized agency, for providing the facility to the members of the Company to cast their votes electronically through the electronic voting (remote e-voting and e-voting during the AGM) facility provided in a secured manner, in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Company has also engaged M/s Mas Services Limited, a SEBI registered intermediary which will provide the platform for convening the meeting through Video Conferencing.
8. Members are requested to note that in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any circulars issued thereunder, the Notice of the 29th AGM and Annual Report for the financial year 2022-23, will be available on the website of the Company at www.kamdhenulimited.com, on the website of Stock Exchanges i.e. National

NOTICE (Contd.)

Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively and on the website of National Securities Depositories Limited (“NSDL”) at www.evoting.nsdl.com.

9. The Members can join the 29th AGM through VC/ OAVM facility by following the procedure as mentioned under the point no. 30, the link for joining the AGM shall be kept open for the members from 11:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the 29th AGM and the Company will close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the 29th AGM. The facility for participation at the 29th AGM through VC/OAVM will be made available to first 1,000 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 Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
10. The Company has fixed Friday, 28th July, 2023 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.

RECORD DATE AND DIVIDEND:

11. Record date for the purpose of payment of dividend for determining the entitlement of member to whom the Final Dividend, for the financial year 2022-23 shall be paid, if approved by the Shareholders of the Company is fixed as **Wednesday, 16th August, 2023**.
12. Members may note that the Board of Directors of the Company in their meeting held on 18th May, 2023, has recommended final dividend of ₹ 1.50/- per equity share of ₹ 10/- each for the financial year 2022-23.

The Final Dividend, once approved by the Members at the forthcoming 29th AGM will be paid, subject to deduction of tax at source (“TDS”), within 30 days from the conclusion of 29th AGM as under;

- **For the Shares held in Electronic Form:** To all Beneficial Owners whose name appears in the list of Beneficial Owner as at the end of the **record date i.e. on Wednesday, 16th August, 2023** to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Equity Shares held in electronic form;

- **For the Shares held in Physical Form:** To all the Registered Owners whose name appears in the Company’s Register of Member after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **record date i.e. on Wednesday, 16th August, 2023**.

The Record Date as stated above i.e. Wednesday, 16th August, 2023, for the purpose of determining the entitlement of Final Dividend is determined by the Board of Directors of the Company.

Member are requested to note that 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 them, as soon as possible to their registered address with the Company.

13. Members may note that the Income Tax Act, 1961 (“**the IT Act**”) as amended by the Finance Act, 2020 mandates that dividend paid or distributed by a company on or after 1st April, 2020 shall be taxable in the hands of members, therefore the dividend income will be taxable in the hands of the members w.e.f. 1st April, 2020 and the Company is required to deduct “**TDS**” from dividend paid to the members at rates prescribed in the IT Act. Therefore, 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 on or before **Wednesday, 16th August, 2023**, in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate.
14. 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

NOTICE (Contd.)

copy of the following details/ documents to the Company at cs@kamdhenulimited.com and to KFIN Technologies Limited, Registrar and Transfer Agent at einward.ris@kfintech.com latest by Wednesday, 23rd August, 2023.

- Form ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with Pin code and the following details relating to the bank account in which the dividend is to be received;
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code; and
 - iv) 9-digit MICR Code
 - self attested 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 Electronic mode, may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, they may update their Electronic Bank Mandate through their Depository Participant(s).
15. 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, Members may note that any amount of dividend remains unpaid or unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“**IEPF**”), constituted by the Central Government. The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority.

Pursuant to the provisions of IEPF Rules, the Company has transferred 10,245 Equity Shares for the financial year 2014-15 on which the dividend remained unpaid/unclaimed for seven consecutive years to the designated Demat Account of the IEPF Authority (“**IEPF Account**”) within the stipulated time.

In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from FY 2015-16 till date, on or before 30th September, 2023, else the Company will accordingly transfer the unpaid/ unclaimed dividend to the IEPF. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by submitting an application to the IEPF Authority, in stipulated Form No. IEPF-5 available on website of IEPF i.e. on www.iepf.gov.in. For further details, member may refer to the Corporate Governance Report which forms a part of this Annual Report. The Company has been sending timely 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.

16. 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.
17. As per Regulation 40(1) of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment through Notification No. SEBI/ LAD NRO/GN/2018/49 dated 30th November, 2018, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 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.

NOTICE (Contd.)

18. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the website of the Company i.e. <https://www.kamdhenulimited.com/shareholders-notice.php>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares physical form.
19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market
20. 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.
21. Electronic copy of the Notice of this AGM along with the Annual Report for the financial year 2022-23 is being sent to all the members whose email addresses are registered with the 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 financial year 2022-23 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.
22. Members are requested to address all correspondence, to the Company, Kamdhenu Limited, 2nd Floor, Tower-A, Building No. 9A, DLF Cyber City, Phase III, Gurugram– 122002, Haryana and RTA, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.
23. To support the “Green Initiative”, 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 financial year 2022-23 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:

Type of Shareholder	Process
Shareholders holding shares in Demat Form	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.
Shareholders holding shares in Physical Form	Members 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@kfintech.com or by post to KFin Technologies Limited, Unit: Infosys Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.

NOTICE (Contd.)

24. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, with a view to protect the interest of the shareholders, has mandated for 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 requested to submit their PAN details to their Depository Participants and the Members holding shares in physical form should submit the same with the Registrar and Transfer Agent in the prescribed form ISR-1.
- However, the Securities and Exchange Board of India vide their circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated 11th February, 2019, has granted the relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) for furnishing the PAN.
25. 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 financial year 2022-23 by email and holds shares as on the **cut-off date i.e., Wednesday, 16th August, 2023**, 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.
- Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
26. During the 29th 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 this Notice of the AGM and announce the start of the casting of vote through the e-Voting system during the AGM. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 29th AGM.
27. The Board of Directors in their meeting held on 18th May, 2023 has appointed Shri Shashikant Tiwani (FCS No. 11919) or failing him Shri Rupesh Agarwal (Membership No. ACS-16302) of M/s Chandrasekaran Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize remote e-voting process before the AGM as well as the e-voting (Intapoll) during the AGM, in a fair and transparent manner.
28. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM and the Results declared along with the report of the Scrutinizer shall be communicated to the Stock Exchanges i.e. NSE and BSE, where the shares of the Company are listed and shall also be displayed on the website of the Company at www.kamdhenulimited.com and NSDL at www.evoting.nsdl.com.
29. 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.
30. General Instruction for accessing and participation in the 29th AGM of the Company through VC/OAVM facility and voting through electronic means including remote E-voting (InstaPoll):
- I. **Instruction for the Member for Remote E-Voting and Voting during AGM (InstaPoll) through Electronic means;**
 - Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Wednesday, 16th August, 2023**, may cast their vote by remote e-Voting. **The remote**

NOTICE (Contd.)

e-voting period commences on Sunday, 20th August, 2023 at 09:00 A.M. (IST) and ends on Tuesday 22nd August, 2023, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Wednesday, 16th August, 2023. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the 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.
 - A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Wednesday, 16th August, 2023, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Wednesday, 16th August, 2023, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in para 25 above, at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you 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 or contact at 022 – 4886 7000 and 022 - 2499 7000. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.kamdhenulimited.com.
 - Members will be provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
 - A person who is not a member as on the cut-off date should treat this Notice of the 29th 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.
- II. Instructions for Members for participating in the 29th AGM through VC/ OAVM and process for Registration as Speaker, are as under:**
- The members will be provided with a facility to attend the 29th AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above 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 are encouraged to 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

NOTICE (Contd.)

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 may submit their questions/queries in advance with regard to any matter to be placed at the AGM, 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 on or before 13th August, 2023 by 05:00 P.M. (IST). Such questions/queries by the members shall be taken up during the meeting and replied by the Company suitably.
- 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 on or before 13th August, 2023 by 05:00 P.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 29th AGM.
- Institutional Investors who are members of the Company, are encouraged to attend and vote in the 29th 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 of Kamdhenu Limited	0124-4604500 cs@kamdhenulimited.com
Shri Sharwan Mangla, General Manager of Mas Services Limited, SEBI registered intermediary.	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.

NOTICE (Contd.)

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

NOTICE (Contd.)

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below and the **EVEN for AGM is 124772:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 124772 then user ID is 124772001***

NOTICE (Contd.)

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.
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.

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 for which you wish 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 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 signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

NOTICE (Contd.)

section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Shri Amit Vishal, Asst. Vice President, NSDL at evoting@nsdl.co.in.

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not 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.

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 No. 4 of the accompanying Notice dated 18th May, 2023.

Item No. 4:

The Board of Directors at their meeting held on 18th May, 2023, 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, at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only), plus applicable taxes, for the financial year ending 31st March, 2024, payable to the Cost Auditor, to conduct the audit of the cost records of the Company for the financial year 2023-24.

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, is subsequently required to be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution, as set out in Item No. 4 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 this resolution.

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

Sd/-

Khem Chand

Company Secretary &
Compliance Officer
Membership No. F10065

Date : 18th May, 2023

Place: Gurugram

Registered Office:

Kamdhenu Limited

CIN: L27101HR1994PLC092205

2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram - 122002 Haryana, India

Telephone No.: 0124-4604500

Email : cs@kamdhenulimited.com

Website : www.kamdhenulimited.com

NOTICE (Contd.)

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR REAPPOINTMENT AS REQUIRED UNDER 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:

Profile of Shri Sunil Kumar Agarwal

Whole-time Director

(DIN:00005973)

Shri Sunil Kumar Agarwal is amongst the founder members of Kamdhenu Limited, who has been instrumental in 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. Shri Sunil Kumar Agarwal has 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.

Age: 65 Years

Date of First Appointment: 1st January, 2003

Qualification: B.E. (Chemical) from Harcourt Butler Technical University, Kanpur.

Nature of expertise in specific functional areas: Leadership, Industry, Technical, Strategy, Board Service & Governance, Risk Management, Financial, Diversity, Sales & Marketing and Sustainability & ESG.

Terms and Conditions of appointment/re-appointment: Re-appointment as a Whole-time Director, liable to retire by rotation, offers himself for re-appointment as such under sec 152(6) of Companies Act 2013.

Remuneration Drawn: The shareholders of the Company in their 25th AGM, has approved the payment of Remuneration of ₹ 2.40 Crores per annum to Shri Sunil Kumar Agarwal for the period 1st April, 2020 to 31st March, 2023. During the FY23, Shri Sunil Kumar Agarwal was paid a remuneration of ₹ 2.26 Crores per annum, hence the same were within the limits approved by the shareholders. Further, the Shareholders in their 28th Annual General Meeting has approved the re-appointment of Shri Sunil Kumar Agarwal, as Whole-time Director for the period of 3 years commencing from 1st April, 2023 to 31st March, 2026 for a remuneration not exceeding ₹ 3 Crores per annum.

Shareholding: 26,79,490 Equity Shares having face value of ₹ 10/- each.

Inter-se relationship between Director/Manager and other KMPs: Shri Sunil Kumar Agarwal is younger brother of Shri Satish Kumar Agarwal, Chairman & Managing Director of the Company 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, which forms a part of Annual Report FY 2022-23 of the Company.

NOTICE (Contd.)

Names of listed entities in which they also hold the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years:

Name of Listed Company	Designation
Kamdhenu Limited	Whole-time Director
Kamdhenu Ventures Limited	Chairman & Non-Executive Director

Name of Committee	Designation
Kamdhenu Limited	
Audit Committee	Member
Corporate Social Responsibility Committee	Member
Risk Management Committee	Member
Kamdhenu Ventures Limited	
Risk Management Committee	Chairman

Shri Sunil Kumar Agarwal, has not resigned from any Listed Company in preceding three years.

Directorships other than listed Company as on 31st March, 2023:

- Radhey Bio. Tech Private Limited
- Kamdhenu Metallic Industries Limited
- Kamdhenu Colour and Coatings Limited
- Kamdhenu Global Alliance Limited
- Kamdhenu Jeevandhara Foundation

Stock Option: No stock options granted during the FY 2022-23

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

Sd/-

Khem Chand

Company Secretary &

Compliance Officer

Membership No. F10065

Date : 18th May, 2023

Place: Gurugram

Registered Office:

Kamdhenu Limited

CIN: L27101HR1994PLC092205

2nd Floor, Tower-A, Building No. 9, DLF Cyber City,

Phase-III, Gurugram - 122002 Haryana, India

Telephone No.: 0124-4604500

Email : cs@kamdhenulimited.com

Website : www.kamdhenulimited.com