



## **KAMDHENU LIMITED**

[CIN: L27101HR1994PLC092205]

**Regd. Office:** 2<sup>nd</sup> 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 01/2022-23 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 01/2022-23 Extra-Ordinary General Meeting ("**EGM**") of the Members of Kamdhenu Limited will be held on Friday, the 9<sup>th</sup> day of December, 2022 at 11:00 A.M (IST) through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**"), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses:

#### **SPECIAL BUSINESSES:**

#### **1. APPROVAL FOR LOANS AND INVESTMENTS UNDER SECTION 185 AND 186 OF THE COMPANIES ACT, 2013.**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 185, 186 read with Companies (Meetings of the Board and its powers) Rules, 2014, as amended from time to time, and other applicable provisions of the Companies Act, 2013 ("**Act**") (including any statutory modifications, amendments or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include, unless context requires otherwise, any committee thereof or any Director or Officer of the Company authorized by the Board to exercise the powers conferred on the Board under this resolution):

a) to advance, grant or give any loan(s) including loan represented by way of book debt, from time to time, in one or more tranches or in full, to any person(s)/ body/ bodies corporate, or any other entity in which any director of the Company is interested or deemed to be interested including the persons specified under Section 185 of the Act, by whatever name called, on such terms & conditions as the board may deem fit;

b) to give guarantee(s) or provide security(ies), from time to time, in connection with any loan or to secure any transaction of financial nature, to be availed by any person(s)/ body/ bodies corporate or any other entity in which any Director of the Company is deemed to be interested including the persons specified under Section 185 of the Act, by whatever name called;

c) to invest or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

up to an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores) outstanding at any point of time, over and above the limits of paid-up share capital, free reserves and securities premium reserve as prescribed under Section 186 of Companies Act, 2013 but, excluding loan/guarantee/security exempted or to be exempted under the Act and other applicable laws, if any, in the absolute discretion of the Board and beneficial in the interest of the Company, notwithstanding that the aggregate amount of

loans given and investments so far made and/or guarantees so far issued, along with the investments to be made/ or securities to be acquired, loans to be given, guarantees or security/ securities proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the loan(s) including loan represented by way of book debt and/or guarantee / security to be provided in connection with any loan as may be availed by the persons ("**Borrower**") covered under Section 185 of the Act, not otherwise excluded or exempted, shall be used by the borrower for purpose of its principal business activities only.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise, vary, modify and agree to the terms and conditions of the aforesaid loan(s) including any loan represented by a book debt or guarantee(s) or security(ies) to be provided in connection with any loan to any person without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in its absolute discretion."

**2. APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION(S) WITH KAMDHENU COLOUR AND COATINGS LIMITED, A RELATED PARTY OF THE COMPANY.**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Section 188 read with Companies (Meeting of the Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") (including any statutory modifications, amendments or re-enactment thereof for the time being in force) and other necessary approvals, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include, unless context requires otherwise, any committee thereof or any Director or Officer of the Company authorized by the Board to exercise the powers conferred on the Board under this resolution) , to enter into material Related Party Transaction(s) with Kamdhenu Colour and Coatings Limited ('**KCCL**'), a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, 2015, in the nature of giving any kind of guarantee including corporate guarantee or providing security with respect to any loan(s) /financial obligation(s)/ credit facilities, taken or that may be taken in future by KCCL, whether in one transaction or in tranches, subject to the condition that such guarantee / security by the company to/ in favour of KCCL, the company shall be charging guarantee fees at the rate of 1% per annum from KCCL on the amount of actual guarantee given by the Company for an aggregate amount of not exceeding of Rs. 100 Crores (Rupees One Hundred Crores) at any point of time and on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between KCCL and the Company, provided that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise, vary, modify and agree to the terms and conditions of the aforesaid loan(s) including any loan represented by a book debt or guarantee(s) or security(ies) to be provided in connection with any loan without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to take all necessary steps, to execute all such documents,

instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in its absolute discretion."

**3. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY AND TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS.**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations" or "SEBI ICDR Regulations"); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed ("Stock Exchanges") and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 50,00,000 (Fifty Lakhs Only) Convertible Warrants ("**Warrants**") of Rs. 10/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice at a price of Rs. 141/- (Rupees One Hundred and Forty One Only) (including premium of Rs. 131/- each) (**hereinafter referred to as the "Warrant Issue Price"**), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter Group and Non-Promoters entities (hereinafter referred to as the "Proposed Allottees") as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the "Proposed Allottees" as detailed herein below:

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
<b>A</b>	<b>Promoters Group</b>	
1	Priyanka Agarwal	2,50,000
2	Shivani Agarwal	2,50,000
3	Ishita Agarwal	4,00,000
4	Somya Agarwal	3,00,000
5	Shatul Agarwal	3,00,000
<b>Total (A)</b>		<b>15,00,000</b>
<b>B</b>	<b>Public – Individuals</b>	
1	Shekhar Jalan	2,00,000
2	Advik Gaur	2,00,000
3	Enhanced Business Advisors LLP	2,00,000
4	Navneet Jain	2,00,000
5	Prachi Rupareliya	4,00,000
6	Kurjibhai Rupareliya	4,00,000
7	Lalitaben Rupareliya	4,00,000
8	Shankar Sharma	2,00,000
9	Saurabh Goyal	1,00,000
<b>Total (B)</b>		<b>23,00,000</b>
<b>C</b>	<b>Public – FPIs</b>	
1	Aidos India Fund Limited	12,00,000
<b>Total (C)</b>		<b>12,00,000</b>
<b>Grand Total (A+B+C)</b>		<b>50,00,000</b>

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants is **Wednesday, 9<sup>th</sup> November, 2022**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Friday, 9<sup>th</sup> December, 2022**.

b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.

c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants and upon exercise of the option by Proposed Allottees, the company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.
- g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- h) The said Warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time.
- k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.
- l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.
- m) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.



**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to make an offer to the Proposed Allotees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

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

**Sd/-**

**(Khem Chand)**

**Company Secretary & Compliance Officer  
Membership No. : FCS 10065**

Date: November 11, 2022

Place: Gurugram, Haryana

CIN: L27101HR1994PLC092205

**Regd. Office:** 2<sup>nd</sup> Floor, Tower-A, Building No. 9,  
DLF Cyber City, Phase-III, Gurugram, Haryana-122002,

**Phone:** 0124-4604500 (30 Lines)

**E-mail:** cs@kamdhenulimited.com

**Website:** www.kamdhenulimited.com

**NOTES:**

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, (collectively the '**MCA Circulars**') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Mas Services Ltd, a SEBI registered Registrar and TransferAgent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; 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.
3. Notice of the meeting is being sent to all such Equity Shareholders who hold shares as on the closure of business hours on Friday, 11<sup>th</sup> November, 2022. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e Friday, 2<sup>nd</sup> December, 2022 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. 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 EGM 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](mailto:cs@kamdhenulimited.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

5. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at [shashikant@cacsindia.com](mailto:shashikant@cacsindia.com)
6. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**
7. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

<b>Commencement of remote e-voting</b>	<b>6<sup>th</sup> December, 2022 at 9:00 A.M. IST</b>
<b>End of remote e-voting</b>	<b>8<sup>th</sup> December, 2022 at 5:00 P.M. IST</b>

8. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.
9. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
10. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

<b>Particulars</b>	<b>Website</b>
Kamdhenu Limited	<a href="http://www.kamdhenulimited.com">www.kamdhenulimited.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
National Stock Exchange of India Limited	<a href="http://www.nseindia.com">www.nseindia.com</a>
NSDL agency for providing the Remote e-Voting facility)	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

12. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Mr. Khem Chand, Company Secretary & Compliance Officer of the Company at [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com)
13. The Board of Directors of the Company has appointed Mr. Shashikant Tiwari, Partner, (Membership No. FCS 11919) failing him, Mr. Rupesh Agarwal, Managing Partner, (Membership No. ACS 16302) of M/s. Chandrasekaran Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or 3 (three) days in terms of the Act (whichever is earlier) from conclusion of the



EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.

15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchanges i.e National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at [www.kamdhenulimited.com](http://www.kamdhenulimited.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

### **Instructions:**

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first-come-first-served basis.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Tuesday, 6<sup>th</sup> December, 2022 at 09:00 A.M. (IST)** and ends on **Thursday, 8<sup>th</sup> December, 2022 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Friday, 2<sup>nd</sup> December, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 2<sup>nd</sup> December, 2022**.

### **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 December 9, 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.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li>   <li>2. 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 &amp; 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.</li>   <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li>   <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. 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 &amp; 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 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 122863 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join 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](mailto:shashikant@cacsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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 December 9, 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 EGM ARE AS UNDER:-**

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

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

1. Member will be provided with a facility to attend the EGM 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, 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](mailto:cs@kamdhenulimited.com) at least 72 hours in advance before the start of the meeting i.e. by Tuesday, 6<sup>th</sup> November, 2022 by 11:00 A.M(IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.



6. 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 EGM.
7. 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](mailto:cs@kamdhenulimited.com)) latest by 7<sup>th</sup> December, 2022. The same will be replied by the company suitably.

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

**Sd/-  
Khem Chand  
Company Secretary & Compliance Officer  
Membership No. : FCS 10065**

Date: November, 11, 2022  
Place: Gurugram, Haryana

CIN: L27101HR1994PLC092205

**Regd. Office:** 2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram, Haryana-122002, **Phone:** 0124-4604500 (30 Lines)  
**E-mail:** [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) **Website:** [www.kamdhenulimited.com](http://www.kamdhenulimited.com)



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1, 2 AND 3.**

**ITEM NO. 1:**

As the members are aware that, the Scheme of Arrangement ("Scheme") of the Company had been approved by Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT"), on 3<sup>rd</sup> June, 2022. Pursuant to the sanctioning of the Scheme by Hon'ble NCLT, the Scheme of Arrangement has become effective on 18<sup>th</sup> July, 2022. In accordance with Part 3 of the Scheme of Arrangement, the paint business of Kamdhenu Limited (KL) has got demerged into Kamdhenu Colour and Coatings Limited (Resulting Company No. 2/ KCCL). In consideration of the demerger, the equity shares have been issued by Kamdhenu Ventures Limited (Resulting Company No. 1/KVL), the Holding Company of KCCL.

The KCCL being a new entity in which the Paint Business from Kamdhenu Limited has been transferred, requires funds to meet the expenditure for day to day operations of the principal business activities. The Company and KCCL had approached the existing banks viz, State Bank of India and Indian Bank (Lenders/Banks) to transfer the existing credit facilities of Paint business from KL to KCCL. The existing credit facilities as availed by the Kamdhenu Limited for the paint business was Rs. 90 crore, on which the Banks has agreed to transfer said credit facilities to KCCL subject to a conditions that the Kamdhenu Limited will give/provide a Corporate Guarantee for KCCL to secure the said credit facilities transferred / to be transferred / enhancement of existing credit facilities for an amount not exceeding Rs. 100 Crore (Rupees One Hundred crore only).

Since, KCCL being the related party of Kamdhenu Ltd. and Paint Business has been transferred from KL to KCCL pursuant to the Scheme, therefore, it is proposed to provide any kind of guarantee including corporate guarantee or provide security with respect to the credit facilities transferred/to be transferred / enhancement of existing credit facilities from KL and for any loan(s) /financial obligation(s)/ credit facilities, taken or that may be taken in future by KCCL, from time to time for the said purpose. The amount of guarantee including corporate guarantee to be provided by the Company exceeds the limits as stated in Section 186 of the Act (i.e. higher of sixty per cent of the Paid-up Share Capital, Free Reserves and Securities Premium or one hundred per cent of its Free Reserves and Securities Premium Account).

Furthermore, there could be situations where various loans/ investments/ guarantees/ security(ies), may have to be made into various persons/entities including bodies corporate/entities in which any of your Director(s) are interested, falling within the purview of Section 185(2) of the Companies Act, 2013 ("Borrowers") and the rules made thereunder for their principal business activities for an amount not exceeding Rs. 100 crore (Rupees One Hundred Crore only).

Thus, your Board at its meeting held on November, 11, 2022, has approved a proposal for seeking Shareholders approval under Section 185 of the Companies Act, 2013 for authorizing the Board to give loans including loan represented by way of book debts, provide guarantees including corporate guarantee/security(ies) in connection with the loan, excluding loan / guarantee / security exempted or to be exempted under the Act and other applicable laws, if any, as may be availed by borrower and also under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments in securities of other body corporates and/or provide guarantees/security(ies) in connection with the loan, up to an overall limit of Rs. 300 Crores (Rupees Three Hundred Crores Only) (including the existing outstanding loan, investments, guarantee, securities provided) which shall be over and above the limits available under Section 186 of the Companies Act, 2013 and rules made thereunder. The limit of Rs. 300 crore (Three Hundred Crore only) includes the Corporate Guarantee of upto Rs. 100 crore for KCCL.

Accordingly, your directors recommend the relevant resolution as set out at item no. 1 of this notice to the members for their approval by way of a Special Resolution.

Mr. Satish Kumar Agarwal, Chairman & Managing Director, Mr. Sunil Kumar Agarwal, Whole-time Director, Mr. Sachin Agarwal, Whole-time Director and Mr. Saurabh Agarwal, Non-executive Director of the Company are concerned or interested to the extent of their shareholding and are the member of the promoter & promoter group.

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

Accordingly, basis the review and approval of the Audit Committee, the Board recommends the relevant Special Resolution set forth at Item No. 1 in the Notice for the approval of the Members.

**ITEM NO. 2:**

Regulation 23(4) of SEBI Listing Regulations (including any amendment(s), modification(s) and re-enactment thereof) read with applicable SEBI Circulars, provides that all material related party transactions, entered into individually or taken together with previous transactions during a financial year, that exceeds rupees 1000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall be prior approved by the members of the company by way of an Ordinary Resolution.

Further, Securities Exchange Board of India ('SEBI') has enhanced the definition of Related Party Transactions wherein related party transaction means a transaction involving *a transfer of resources, services or obligations* between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price has been charged or not.

In compliance to Rule 15 of Companies (Meetings of Board and its Power) Rules, 2014 and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the requisite information for seeking approval of shareholders for proposed Related Party Transactions have been given below:

S.No.	Particulars	Description
1.	<b>Summary of Information provided by Management to the Audit Committee for their review:</b>	
a.	Name of the Related Party and nature of its relationship with Kamdhenu Limited including nature of its concern or interest (financial or otherwise)	Kamdhenu Colour and Coatings Limited ('KCCL') is a pivotal company of Kamdhenu Conglomerate and shares common directorship with Kamdhenu Limited. Shri Saurabh Agarwal, Non-Executive Director of your Company is the Managing Director of KCCL, Shri Sunil Kumar Agarwal, Whole-time Director of your Company is the Chairman of KCCL and Shri Sachin Agarwal, Whole-time Director of your Company is the Non- Executive Director of KCCL and together they hold more than 2% of the Paid up capital of the Kamdhenu Ventures Limited ("KVL") which is the holding company of the KCCL and thus KCCL is a 'related party' in pursuance to definition provided under Section 2(76) of Companies Act, 2013.

		Thus, both companies are related parties as KL and KCCL have common directorship and the directors of your company holds more than 2% of Paid up Capital of KVL.
b.	Type, material terms and particulars of proposed transactions	<p>The transaction involves giving guarantee(s) including corporate guarantee / security(ies) against the transfer of existing credit facilities of Paint Buiness from KL to KCCL by State Bank of India and Indian bank and/or any loan(s) /financial obligation(s)/ credit facilities as may be availed/to be availed by KCCL for an amount not exceeding Rs. 100 Crores at any point of time and also charging of Guarantee Fees on the actual amount of guarantee extended by KL at a rate of 1% per annum from KCCL.</p> <p>The Company and KCCL had approached the existing banks viz, State Bank of India and Indian Bank (Lenders/Banks) to transfer the existing credit facilities of Paint business from KL to KCCL. The existing credit facilities as availed by the Kamdhenu Limited for the paint business was Rs. 90 crores, on which the Banks has agreed subject to a conditions that the Kamdhenu Limited will give/provide a Corporate Guarantee for KCCL to secure the said credit facilities transferred / to be transferred / enhancement of existing credit facilities for an amount not exceeding Rs. 100 Crores.</p>
c.	Tenure of the proposed transaction	Till the tenure of credit facilities extended.
d.	Value of the Proposed Transactions	Maximum up to Rs. 100 Crores.
e.	Percentage of the annual consolidated turnover, for the immediately preceding financial year that is represented by the proposed transaction	11.90% (Based on the Consolidated Turnover of Kamdhenu Limited as on 31.03.2022)

f.	Justification for the transaction	<p>The KCCL being a new entity in which the Paint Business from Kamdhenu Limited has been transferred, requires funds to meet the expenditure for day to day operations of the principal business activities. The Company and KCCL had approached the existing banks viz, State Bank of India and Indian Bank (Banks) to transfer the existing credit facilities of Paint business from KL to KCCL. The existing credit facilities as availed by the Kamdhenu Limited for the paint business was Rs. 90 crore, on which the Banks has agreed subject to a conditions that the Kamdhenu Limited will give/provide a Corporate Guarantee for KCCL to secure the said credit facilities transferred/ to be transferred/ enhancement of existing credit facilities for an amount not exceeding Rs. 100 Crores at any point of time.</p> <p>Since, KCCL being the related party of Kamdhenu Limited and Paint Business has been transferred from KL to KCCL, it is proposed to provide the Corporate Guarantee in favour of KCCL to Banks for the aforesaid purpose.</p> <p>Further, the Company shall be charging guarantee fees @ 1% p.a from KCCL on the amount of actual guarantee given/provided by the Company.</p>
2.	<b>Information to be provided to shareholders for consideration of Related Party Transaction(s)</b>	
a.	Summary of information provided to Audit Committee by the Management	Mentioned in Point No. 1 above
b.	Justification for the transaction	Mentioned in Point No. 1(f) above
c.	Where the transaction related to any loans, inter-corporate deposits, advances or investments made or given	Not Applicable
d.	Statement that the valuation or other external report, if any, relied upon in relation to proposed transaction will be made available through the registered mail address of shareholders	Not Applicable
e.	Any other information that may be relevant	The Paint Business of your Company was a key step towards Management's vision for making Kamdhenu Group an all solution brand for infrastructural and construction needs. Post demerger the responsibility for accomplishing the vision has been entrusted in KCCL and on Shri Saurabh Agarwal, Managing Director of KCCL.

		Thus, considering the transfer & vesting of Paint Business from KL to KCCL and in order to provide required funds to KCCL, your Board of Director recommends the resolution mentioned at Item No. 2 in the EGM notice be approved.
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Members may note that any subsequent material modifications in the proposed transactions, as may be defined by the audit committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations. The proposed transaction shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote on the resolutions under Item No. 2.

Mr. Satish Kumar Agarwal, Chairman & Managing Director, Mr. Sunil Kumar Agarwal, Whole-time Director, Mr. Sachin Agarwal, Whole-time Director and Mr. Saurabh Agarwal, Non-executive Director of the Company are concerned or interested to the extent of their shareholding and are the member of the promoter & promoter group.

The Special Business to be transacted relates to Kamdhenu Colour and Coatings Limited, a wholly owned subsidiary of Kamdhenu Ventures Limited. The below mentioned directors and members of the promoters & promoters group holds more than 2% of the paid up share capital of Kamdhenu Ventures Limited, holding company of the Kamdhenu Colour and Coatings Limited:

S.No.	Name of the Directors/ member of Promoter & Promoters Group	% of holding in Kamdhenu Ventures Limited
1.	Satish Kumar Agarwal HUF (Karta: Satish Kumar Agarwal)	2.25%
2.	Sunil Kumar Agarwal	9.95%
3.	Sarita Agarwal	9.58%
4.	Shafali Agrawal	2.84 %
5.	Sachin Agarwal	7.24%
6.	Satish Kumar Agarwal	6.61%
7.	Saurabh Agarwal	8.02%
8.	Radha Agarwal	3.93%

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

Accordingly, basis the review and approval of the Audit Committee, the Board recommends the relevant Ordinary Resolution set forth at Item No. 2 in the Notice for the approval of the Members.

### ITEM NO. 3:

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of warrants convertible in to equity shares (“Warrants”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

**The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:**

1. The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

**(i) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors in its meeting held on 11<sup>th</sup> November, 2022, had approved the issue of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 50,00,000 (Fifty Lakh Only) convertible warrants at a price of Rs. 141/- (Rupees One Hundred and Forty One Only) each, to the entities belonging to Promoter Group and Non Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws .

**(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised**

- a. Acquiring stake strategically in some of the franchisee units so as to re-modeling of franchisee business of the Company;
- b. Enhancing the brand position and corporate image to leverage the overall brand premium in the steel market so as to generate the higher royalty income;
- c. Reduction of debt in order to make the Company debt free; and
- d. Other general corporate purposes.

**(iii) Maximum number of specified securities to be issued:**

The resolutions set out in this Notice authorize the Board to issue up to 50,00,000 number of convertible warrants at a price of Rs. 141/- per warrant convertible in to equivalent number of equity shares including premium of Rs. 131/- as per the table specified below:

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
<b>A</b>	<b>Promoters Group</b>	
1	Priyanka Agarwal	2,50,000
2	Shivani Agarwal	2,50,000
3	Ishita Agarwal	4,00,000
4	Somya Agarwal	3,00,000
5	Shatul Agarwal	3,00,000
<b>Total (A)</b>		<b>15,00,000</b>

<b>B</b>	<b>Public – Individuals</b>	
1	Shekhar Jalan	2,00,000
2	Advik Gaur	2,00,000
3	Enhanced Business Advisors LLP	2,00,000
4	Navneet Jain	2,00,000
5	Prachi Rupareliya	4,00,000
6	Kurjibhai Rupareliya	4,00,000
7	Lalitaben Rupareliya	4,00,000
8	Shankar Sharma	2,00,000
9	Saurabh Goyal	1,00,000
<b>Total (B)</b>		<b>23,00,000</b>
<b>C</b>	<b>Public – FPIs</b>	
1	Aidos India Fund Limited	12,00,000
<b>Total (C)</b>		<b>12,00,000</b>
<b>Grand Total (A+B+C)</b>		<b>50,00,000</b>

**(iv) Relevant Date**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is **Wednesday, 9<sup>th</sup> November, 2022**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

**(v) Basis on which the price has been arrived**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is needed to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date ; or
- b. the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

Further, if the allotment is in excess of 5% of the post issue fully diluted Share Capital, then the Price shall be higher of the following;

- a. Price determined in terms of Regulation 164(1) of the SEBI ICDR Regulation, 2018 as stated above;; or
- b. Price determined under the Valuation Report taken from Independent Registered Valuer.

**"Stock Exchange"** for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

**"Frequently traded shares"** means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are most frequently traded at NSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 140.55 per Warrant including premium of Rs. 130.55 per warrant which is also higher than the fair value per share of Rs. 139.52 per share, as recommended by Mr. Chandan Bhatia, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2019/11431 through Valuation Report dated 10<sup>th</sup> November, 2022, in terms of Regulation 166A (1) of the SEBI ICDR Regulation, 2018.

Therefore, in terms of Regulation 164(1) read with 166A (1) of the SEBI ICDR Regulations and after taking in to consideration minimum price as calculated above, the Issue Price has been fixed as Rs. 141/- per warrants convertible in to equivalent number of equity shares including premium of Rs. 131/- per warrant.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Shashikant Tiwari, Practicing Company Secretary (FCS 11919 and CP 13050), Partner, Chandrasekaran & Associates, Company Secretaries, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 has been made available on the website of the Company at [https://www.kamdhenulimited.com/pdf/disclosures/Pricing\\_Certificate.pdf](https://www.kamdhenulimited.com/pdf/disclosures/Pricing_Certificate.pdf) along with the Valuation Report taken from Mr. Chandan Bhatia, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2019/11431 dated 10<sup>th</sup> November, 2022, at <https://www.kamdhenulimited.com/pdf/disclosures/Kamdhenulimited-Valuation-Report.pdf>.

- The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.



**(vi) Amount which the Company intends to raise by way of such convertible warrants.**

Up to a maximum of Rs. 70.50 Crore (Rupees Seventy Crore and Fifty Lakhs Only).

**(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

The following person(s) belonging to Promoter and Promoter Group have shown their intention to subscribe to the proposed issue:

S. No.	Name of Proposed Allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	Priyanka Agarwal	Promoter Group	2,50,000
2	Shivani Agarwal	Promoter Group	2,50,000
3	Ishita Agarwal	Promoter Group	4,00,000
4	Somya Agarwal	Promoter Group	3,00,000
5	Shatul Agarwal	Promoter Group	3,00,000
<b>Total</b>			<b>15,00,000</b>

**(viii) Time frame within which the Preferential Allotment shall be completed**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, in case of Warrants, the allotment of warrants shall be made by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

**(ix) Principal terms of assets charged as securities**

Not applicable.

**(x) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares and warrants.**

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential/Fully Diluted Capital
<b>A</b>	<b>Promoters' holding :</b>				
1.	Indian				
	Individuals/ HUF	1,58,20,980	58.74	1,73,20,980	54.24
	TOTAL	1,58,20,980	58.74	1,73,20,980	54.24
	Bodies Corporate	-	-	-	-
	Trust	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,58,20,980</b>	<b>58.74</b>	<b>1,73,20,980</b>	<b>54.24</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1.	Institutional Investors				
	Mutual Funds	78,000	0.29	78,000	0.24
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	4,04,972	1.50	4,04,972	1.27
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	50,554	0.19	12,50,554	3.92
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any Other (Specify)	-	-	-	-
	Trust				
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	43,12,771	16.01	50,12,771	15.70
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	39,22,983	14.56	51,22,983	16.04
	NBFCs Registered with RBI	2000	0.01	2,000	0.01
	Employee Trusts	-	-	-	-
	Any Other	25999	0.10	25,999	0.08
	Non Resident Indians	67,917	0.25	2,67,917	0.84
	HUF	2,77,495	1.03	2,77,495	0.87
	Bodies Corporate	19,41,868	7.21	21,41,868	6.71
	Clearing Member	29,961	0.11	29,961	0.09
	Trust				
	<b>Sub Total (B)</b>	<b>1,11,14,520</b>	<b>41.26</b>	<b>1,46,14,520</b>	<b>45.76</b>
	<b>TOTAL (A+B)</b>	<b>2,69,35,500</b>	<b>100.00</b>	<b>3,19,35,500</b>	<b>100.00</b>
<b>C.</b>	<b>Employee Stock Grant Scheme (ESGS) Grant Outstanding</b>				
		-	-	-	-
	<b>Sub Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>2,69,35,500</b>	<b>100</b>	<b>3,19,35,500</b>	<b>100.00</b>

**Notes:**

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue
2. The pre-preferential shareholding pattern is prepared on the basis of 4<sup>th</sup> November, 2022.

**(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any**

S. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners <sup>1</sup>	Pre Issue Shareholding <sup>2</sup>		No of Equity Shares allotted post exercise of Warrants	Post Preferential issue Shareholding <sup>3</sup>	
				No. of equity shares	% age		No. of equity shares	% age <sup>4</sup>
A	<b>Promoter Group</b>							
1	Priyanka Agarwal	AAMPA5141L	-N.A.-	2,83,386	1.05	2,50,000	5,33,386	1.67
2	Shivani Agarwal	AEAPG0277K	-N.A.-	3,29,431	1.22	2,50,000	5,79,431	1.81
3	Ishita Agarwal	AIRPA2742A	-N.A.-	2,42,396	0.90	4,00,000	6,42,396	2.01
4	Somya Agarwal	AIRPA2753K	-N.A.-	3,74,399	1.39	3,00,000	6,74,399	2.11
5	Shatul Agarwal	AIAPA7148M	-N.A.-	4,62,071	1.72	3,00,000	7,62,071	2.39
B	<b>Non-Promoter</b>							
6	Shekhar Jalan	ACFPJ2324R	-N.A.-	-	-	2,00,000	2,00,000	0.63
7	Advik Gaur	DVIPG3872E	-N.A.-	-	-	2,00,000	2,00,000	0.63
8	Enhanced Business Advisors LLP	AAGFE3942H	Mr. Navneet Jain (PAN: AFXPJ4354E) and Mr. Abhishek Mishra (PAN: APHPM6773J)	-	-	2,00,000	2,00,000	0.63
9	Navneet Jain	AFXPJ4354E	-N.A.-	-	-	2,00,000	2,00,000	0.63
10	Prachi Rupareliya	FAKPR4128D	-N.A.-	-	-	4,00,000	4,00,000	1.25
11	Kurjibhai Rupareliya	ABGPR6434A	-N.A.-	-	-	4,00,000	4,00,000	1.25
12	Lalitaben Rupareliya	CQUPR9324L	-N.A.-	-	-	4,00,000	4,00,000	1.25
13	Shankar Sharma	AMGPS6103C	-N.A.-	-	-	2,00,000	2,00,000	0.63
14	Saurabh Goyal	AFQPG0449E	-N.A.-	-	-	1,00,000	1,00,000	0.31
15	Aidos India Fund Limited	AANCA1923E	Mr. Michail Mavros, Foreign National	-	-	12,00,000	12,00,000	3.76

**Notes:**

1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 4<sup>th</sup> November, 2022.
3. Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue.
4. There shall not be any change in control consequent to the present preferential issue of convertible warrants.

**(xii) Lock-in Period**

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

**(xiii) The Percentage of post preferential issue capital that may be held by the allottee (s) and Change in control if any, in the issuer consequent to the preferential issue.**

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**The details of percentage of the proposed allottee(s) on the basis of fully diluted capital of the company are as under:**

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of post preferential capital
<b>A</b>	<b>Promoter Group</b>	
1	Priyanka Agarwal	1.67
2	Shivani Agarwal	1.81
3	Ishita Agarwal	2.01
4	Somya Agarwal	2.11
5	Shatul Agarwal	2.39
<b>B</b>	<b>Non-Promoter Group</b>	
6	Shekhar Jalan	0.63
7	Advik Gaur	0.63
8	Enhanced Business Advisors LLP	0.63
9	Navneet Jain	0.63
10	Prachi Rupareliya	1.25
11	Kurjibhai Rupareliya	1.25
12	Lalitaben Rupareliya	1.25
13	Shankar Sharma	0.63
14	Saurabh Goyal	0.31
15	Aidos India Fund Limited	3.76

**(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

**(xv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:**

<b>Sr. No.</b>	<b>Name of Proposed Allottee(s)</b>	<b>Current Status of proposed allottee</b>	<b>Proposed Status of allottees</b>
<b>A</b>	<b>Promoter Group</b>		
1	Priyanka Agarwal	Promoter Group	Promoter Group
2	Shivani Agarwal	Promoter Group	Promoter Group
3	Ishita Agarwal	Promoter Group	Promoter Group
4	Somya Agarwal	Promoter Group	Promoter Group
5	Shatul Agarwal	Promoter Group	Promoter Group
<b>B</b>	<b>Non-Promoter Group</b>		
6	Shekhar Jalan	Non Promoter	Non Promoter
7	Advik Gaur	Non Promoter	Non Promoter
8	Enhanced Business Advisors LLP	Non Promoter	Non Promoter
9	Navneet Jain	Non Promoter	Non Promoter
10	Prachi Rupareliya	Non Promoter	Non Promoter
11	Kurjibhai Rupareliya	Non Promoter	Non Promoter
12	Lalitaben Rupareliya	Non Promoter	Non Promoter
13	Shankar Sharma	Non Promoter	Non Promoter
14	Saurabh Goyal	Non Promoter	Non Promoter
15	Aidos India Fund Limited	Non Promoter	Non Promoter

**(xvi) Undertakings**

- None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.

- e) The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f) The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- i) **Report of Independent Registered Valuer:** The price of the warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 10<sup>th</sup> November 2022, issued by Mr. Chandan Bhatia, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2019/11431 dated 10th November, 2022, in accordance with Regulation 166A(1) of the SEBI ICDR Regulations 2018, ("Valuation Report"). The Valuation Report is also available for inspection by the members and the same may be accessed on the Company's website at the link: [www.kamdhenulimited.com](http://www.kamdhenulimited.com)

#### **(xvii) Practicing Company Secretary's Certificate**

The Certificate from Mr. Shashikant Tiwari, Practicing Company Secretary (FCS 11919 | CP 13050), Partner of Chandrasekaran & Associates, Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same is available for inspection at our website at <https://www.kamdhenulimited.com/pdf/disclosures/PCS-Certificate-under-Reg-163-2.pdf>.

#### **(xviii) Approval under the Companies Act:**

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 3 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mr. Satish Kumar Agarwal, Chairman & Managing Director, Mr. Sunil Kumar Agarwal, Whole-time Director, Mr. Sachin Agarwal, Whole-time Director and Mr. Saurabh Agarwal, Non-executive Director of the Company are concerned or interested to the extent of their shareholding and are the member of the promoter & promoter group.



None of the Directors and KMPs except those mentioned above are 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. : FCS 10065**

Date: November 11, 2022  
Place: Gurugram, Haryana

CIN: L27101HR1994PLC092205

**Regd. Office:** 2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
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**E-mail:** [cs@kamdhenulimited.com](mailto:cs@kamdhenulimited.com) **Website:** [www.kamdhenulimited.com](http://www.kamdhenulimited.com)