

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.
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Dear Sir,

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub: Application for "In-principle approval" prior to issue and allotment of 5,00,000 convertible warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries, have verified the relevant records and documents of Kamdhenu Limited ("**Company**") with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations, 2018**") and certify that:

- a) None of the proposed allottee(s) (*name along with their shareholding, if any, has been stated in Annexure-A*), have sold any equity shares of the Company during the 90 trading days preceding the relevant date, since they don't hold any share in the Company during the 90 trading days preceding the relevant date. Further, where the Proposed Allottee(s) are Promoter and/or member of Promoter Group, then none of the Promoter and member of Promoter Group have sold any Equity Share of the Company during the 90 trading days preceding the relevant date.
- b) None of the Proposed Allottees holds any equity shares in the Company except, promoter and member of promoter group as mentioned below. Accordingly, the pre-preferential shareholding of promoter and member of promoter group to whom the preferential allotment is proposed to be made as mentioned below has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/pledge of pre-preferential holding from Relevant Date i.e. Wednesday, 9th November, 2022 till 19th May, 2023. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID	Qty	Lock-in details	
			From	To
Priyanka Agarwal	IN300476-43210002	2,83,386	09.11.2022	19.05.2023
Shivani Agarwal	IN301549-37805311	3,29,431	09.11.2022	19.05.2023
Ishita Agarwal	IN301151-24193251	2,42,396	09.11.2022	19.05.2023
Somya Agarwal	IN301151-21713168	3,74,399	09.11.2022	19.05.2023
Shatul Agarwal	IN300476-42954300	4,62,071	09.11.2022	19.05.2023

- c) None of the proposed allottees belonging to Promoter(s) or the Promoter Group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.



- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013 with respect to proposed issue. Further, the company has complied with all legal and statutory formalities as applicable as on date of this certificate with respect to proposed preferential allotment and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the Company has been determined in compliance with Chapter V of the SEBI (ICDR) Regulations, 2018 and no such method for determining the price has been stated in the AoA of the company.
- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-23, is more than 5% of the post issue fully diluted share capital of the issuer.

For **Chandrasekaran Associates**

Company Secretaries

Firm's Registration No. P1988DE002500

Peer Review Certificate No.: 1428/2021



Shashikant Tiwari

Partner

Membership No. F11919

CP No. 13050

UDIN No. F011919D001674019



Date: 12th November, 2022

Place: Delhi

LIST OF PROPOSED ALLOTTEES

ANNEXURE - A

S. No.	Name of Proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted
A	Promoters	
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
Total (A)		15,00,000
B	Public – Individuals	
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
Total (B)		23,00,000
C	Public – FPIs	
1	Aidos India Fund Limited	12,00,000
Total (C)		12,00,000
Grand Total (A+B+C)		50,00,000

