

KAMDHENU LIMITED

CIN: L27101HR1994PLC092205

Regd. Office: 2nd Floor, Tower-A, Building No. 9, DLF Cyber City,Phase-III, Gurugram, Haryana-122002, **Phone:** 0124-4604500,**E-mail:** cs@kamdhenulimited.com, **Website:** www.kamdhenulimited.com**POSTAL BALLOT NOTICE****Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the '**Act**') read with the Companies (Management and Administration) Rules, 2014, (**'Rules'**) (which shall include any statutory modifications, amendments or re-enactments thereto,) read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") including the relevant circulars issued by the Securities & Exchange Board of India and the Equity Listing Agreement executed with the Stock Exchanges on which the Equity Shares of the Company are listed, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs and any other applicable law, rules and regulations circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Shareholders of the Company (as on the Cut-off Date), by way of Special Resolution, for appointment of Shri Baldev Raj Sachdeva (**DIN: 00016325**), as an Independent Director as stated in the Resolution appended below, through postal ballot (**the "Postal Ballot"**) by way of remote e-voting ("**e-voting**") process.

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("**the Postal Ballot Notice**").

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, ("**KFin**"), Registrar and Share Transfer Agent ("**RTA**") of the Company, to enable the Shareholders to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Notice is also available on the website of the Company.

Accordingly, in compliance with the requirements of MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent by the Company only through electronic means to all the Shareholders whose email addresses are registered with the Company, RTA and Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on Thursday, 25th May, 2023 ("**Cut-off Date**") and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this

Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Remote E-voting period shall commence on Tuesday, 30th May, 2023 (at 09:00 A.M IST) and end on Wednesday, 28th June, 2023 (at 05:00 P.M IST) (both days inclusive).

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on 28th June, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once vote on a resolution is cast by the Member, they will not be allowed to change it subsequently or cast the vote again. The voting rights of the Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Thursday, 25th May, 2023.

The Board of Directors has appointed Shri Shashikant Tiwari (Membership No. FCS-11919), Partner or failing him Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner of M/s. Chandrasekaran Associates, Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

Subject to the receipt of sufficient votes casted by the Shareholders of the Company, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Wednesday, 28th June, 2023. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kamdhenulimited.com and on NSDL Website www.evoting.nsdl.com and Stock Exchanges' website at <https://www.bseindia.com> and <https://www.nseindia.com> and will also be displayed on the notice board at the registered office/ corporate office of the Company.

Considering the matter being unavoidable, the Board of Directors of the Company recommends for the approval of the Shareholders by way of Special Resolution, the Resolution appended below:

SPECIAL BUSINESS:

1. Appointment of Shri Baldev Raj Sachdeva (DIN: 00016325) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to and in compliance with the provisions of Sections 149, 150, 152, 160 and 161 of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of these statutes and the applicable provisions of other applicable statutes, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approvals and recommendation of the Nomination & Remuneration Committee and Board of Directors, Shri Baldev Raj Sachdeva (**DIN: 00016325**), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from 2nd May, 2023 and in respect of whom a notice has been received from himself signifying his candidature for the office of an Independent Director of the Company along with a declaration to the effect that he fulfills the criteria for Independence as laid down under the Companies Act, 2013 read with the SEBI Listing Regulations and a declaration to the effect that he is registered with the Independent Director databank maintained by the Indian Institute of Corporate Affairs ("**IICA**") and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, of the Company for a first term of three consecutive years from the date of appointment i.e. 2nd May, 2023 to 1st May, 2026.

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

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

**Date: 18.05.2023
Place: Gurugram, Haryana**

**Sd/-
(Khem Chand)
Company Secretary & Compliance Officer
Membership No. F10065**

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

Notes:

1. The Explanatory Statement pursuant to Sections 102(1) of the Act and Regulation 17(11) of SEBI Listing Regulation setting out material facts of the proposed resolution is annexed hereto and forms a part of this Postal Ballot Notice.
2. Members who have not registered their e-mail addresses with the Company's/RTA or their Depository Participant ("DP") are requested to register the same with the RTA in accordance with the process specified herein below, for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in this Postal Ballot Notice.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office and Corporate Office of the Company between 3.00 P.M. (IST) and 5.00 P.M. (IST) on all working days (except Saturdays, Sundays and Holidays) up to the last date of e-voting. Such documents shall also be made available on the Company's website www.kamdhenulimited.com to facilitate online inspection up to the last date of e-voting.
4. In terms of the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent to the Shareholders in electronic mode ONLY, whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with the Company/RTA/Depository Participant(s), as on Thursday, 25th May, 2023 ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only and the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the ASSENT or DISSENT of the Shareholders would only take place through the e-voting system, in compliance with the provisions of Sections 108 of the Act read with the rules framed thereunder and the MCA Circulars.
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 and Section 110 of the Act read with applicable Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically and for the same, the Company has engaged the services of National Securities Depository Limited ('NSDL'). The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.kamdhenulimited.com>, NSDL www.evoting.nsdl.com and Stock Exchanges' website <https://www.bseindia.com> and <https://www.nseindia.com>.
6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Thursday, 25th May, 2023.
7. The Board of Directors has appointed Shri Shashikant Tiwari (Membership No. FCS-11919), Partner or failing him Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner of M/s. Chandrasekaran Associates, Practicing Company Secretary, as the scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before Friday, 30th June, 2023. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the National Stock Exchange of India Limited and the BSE Limited and shall also be available on the Company's website www.kamdhenulimited.com and on NSDL Website www.evoting.nsdl.com and Stock Exchanges' website at <https://www.bseindia.com> and <https://www.nseindia.com> and will also displayed at the Registered Office and the Corporate Office of the Company.

8. Subject to the receipt of sufficient votes casted by the Shareholders of the Company, the resolution shall be deemed to be passed on the last date specified for e-voting, i.e. Wednesday, 28th June, 2023 in terms of SS-2. Further, resolution passed by the members through this postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.
9. As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) and one Hindi newspaper (in vernacular language i.e. Hindi), having wide circulation in the District where the registered office of the Company is situated.
10. The remote e-voting period shall commence on Tuesday, 30th May, 2023 at 9.00 a.m. (IST) and shall end on Wednesday, 28th June, 2023 at 5.00 p.m. (IST) (both days inclusive). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
11. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by email at evoting@nsdl.co.in or to the Company at cs@kamdhenulimited.com.
12. Members may download the Notice from the Company's website at www.kamdhenulimited.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The resolution if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (Remote E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Wednesday 28th June, 2023.

VOTING THROUGH ELECTRONIC MEANS

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 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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.</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.

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 124022 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. **The EVEN of Company is 124022.**
3. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. 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 www.kamdhenulimited.com, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs@kamdhenulimited.com or to the RTA at einward.ris@kfin.com.
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 (Company email id). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 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.

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.

ITEM NO. 1:

Upon the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Baldev Raj Sachdeva was appointed as an Additional Director in the Category of Independent Director of the Company for a first term of Three (3) consecutive years effective from 2nd May, 2023 to 1st May, 2026, subject to the approval of Shareholders of the Company, in terms of provision of Section 149, 152, 161 and other applicable sections of Companies Act, 2013 and Regulation 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). As per Section 161 of Companies Act, 2013, the appointment of Additional Director is valid up to next Annual General Meeting, however, in terms of the Listing Regulations, the Company is required to obtain approval of members at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, hence, the resolution no. 1 is proposed to the members for their approval. Further, the proposed resolution should be treated as recommendation for appointment of Shri Baldev Raj Sachdeva as a Director as well as Independent Director of the Company.

With respect to the appointment of Shri Baldev Raj Sachdeva as an Independent Director, the Company has received from him:

- (a) a notice in terms of Section 160 of the Companies Act, 2013;
- (b) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act;
- (d) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 & 25 of SEBI Listing Regulations and is registered with the IICA; and
- (e) declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Nomination and Remuneration Committee (“NRC”) had finalized the desired attributes for the selection of the Independent Director and on the basis of those attributes, the NRC recommended the candidature of Shri Baldev Raj Sachdeva. The Board noted that Mr. Baldev Raj Sachdeva’s skills, background and experience aligned to the rules and capabilities identified by the Nomination & Remuneration Committee and he is eligible for appointment as Independent Director.

The Board was satisfied to the appointment of Mr. Baldev Raj Sachdeva is justified due to the following reasons:

- i) He has an extensive knowledge and experience in Corporate Governance, Risk Management, Taxation etc;
- ii) His experience of serving various professional bodies as a member;
- iii) His standing as a leader in Corporate World;
- iv) His extensive knowledge in the area of Corporate law, Arbitration and commercial Laws.

In the opinion of the Board, he is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the Management of the Company. It may be noted that the appointment of Shri Baldev Raj Sachdeva shall be deemed to be a

continuation of his appointment for a period of Three (3) consecutive years w.e.f. the date of appointment as an Additional Director in the category of Independent Director by the Board of Directors on 2nd May, 2023, as aforementioned.

A copy of the draft letter of appointment of Shri Baldev Raj Sachdeva as an Independent Director setting out the terms and conditions is available for the members on the website of the Company i.e. www.kamdhenulimited.com for purpose of electronic inspection.

The resolution seeks the approval of the Shareholders of the Company in terms of Section 149 and other applicable provisions of the Act and the rules made thereunder, read with Schedule IV of the Act and in terms of Regulation 17(1C) of Listing Regulations, for appointment of Shri Baldev Raj Sachdeva, as an Independent Director of the Company for a period of Three (3) consecutive years i.e. commencing on 2nd May, 2023 and upto 1st May, 2026.

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

Name of Director & DIN	Shri Baldev Raj Sachdeva (DIN: 00016325)
Date of First Appointment	2 nd May, 2023
Experience (including expertise in specific functional area)/ Brief Resume	<p>Shri Baldev Raj Sachdeva aged 60 years is Fellow Company Secretary and Insolvency Professional, has an experience of both that into service as well as into practice for around (35) Thirty Five years under Corporate Secretarial, Legal, Industrial, Arbitration and Bussiness Laws. He advises various industrial groups and also served as Member of Corporate Law Committee, Law & Justice Committee and Capital Market Committee of PHD/NRC Chamber of Commerce & Industry, New Delhi for 2005, 2006 and 2007.</p> <p>Shri Sachdeva has experience in wide range of areas covering Indian Corporate Law, Direct and Indirect Taxation, British Company Law, Arbitrations and Commercial Laws.</p> <p>Shri Sachdeva is also a member of Indian Council of Arbitration (FICA), New Delhi, International Centre for Alternate Dispute Resolutions, New Delhi, All India Management Association, (MIMA), New Delhi, Institute of Management Consultants of India, Mumbai (MIMC), Bar Council of Delhi, as Advocate and Member Supreme Court Bar Association, New Delhi and Approved holds membership approved by Trade Marks Authority- Mumbai.</p> <p>He also pursue as Insolvency Professional and Registered Valuer under Insolvency Regulations.</p>
Age	60 Years
Qualification	Company Secretary, B.Com, LL.B, Diploma Financial Management, Member of Indian Management Association, Member of Management Consultants of India, Member of Council of Arbitration, Chartered Secretary (London-UK) Insolvency Professional-IBBI, Registered Valuer - IBBI.

Terms and Conditions of appointment/re-appointment	Appointment as Non-Executive & Independent Director, not liable to retire by rotation, for the first term of 3 consecutive years, in terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.
Past Remuneration drawn	Not Applicable
Shareholding in the Company as on 2nd May, 2023 including shareholding as beneficial owner	He does not hold any shares in the Company directly or as beneficial owner.
Inter-se relationship between Director/Manager and other KMPs	He is not related to any director of the Company.
Number of Meeting attended during the financial year 2022-23	Not Applicable. As he was appointed w.e.f 2 nd May, 2023
Names of listed entities in which they also holds the directorship of listed entities from which they has resigned in the past three years.	He does not hold any Directorship in any Listed Company as on date of his appointment i.e 2 nd May, 2023.
Membership / Chairmanship of committees in public limited companies in India	He does not hold Membership / Chairmanship in any committee in public limited company as on date of his appointment i.e 2 nd May, 2023.
Directorships other than listed Company as on March 31, 2023	i) Lexmark Corporate Services Private Limited ii) Business Shoppe India Private Limited
Stock Option	No stock options granted during the FY 2022-23 and till the date of his appointment i.e 2 nd May, 2023.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Shareholders.

Except Shri Baldev Singh Sachdeva, to whom this resolution relates and his relatives, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 1 of the Notice.

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

**Sd/-
(Khem Chand)**

**Company Secretary & Compliance Officer
Membership No. F10065**

**Date: 18.05.2023
Place: Gurugram, Haryana**

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