



Ref: KL/SEC/2022-23/63

Date: 22nd August, 2022

To,
The Manager- Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051

To,
The Manager- Listing
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

NSE Symbol: KAMDHENU

BSE Scrip Code: 532741

Subject: Intimation of Record Date pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Scheme of Arrangement of Kamdhenu Concast Limited, Kamdhenu Overseas Limited, Kamdhenu Paint Industries Limited, Kamdhenu Infradevelopers Limited, Kamdhenu Nutrients Private Limited, Kay2 Steel Limited, Tiptop Promoters Private Limited (the Transferor Companies No. 1 to 7, respectively) Kamdhenu Limited ("the Transferee Company or the Company") Kamdhenu Ventures Limited (the Resulting Company No. 1) and Kamdhenu Colour and Coatings Limited (the Resulting Company No. 2) (the Scheme of Arrangement) and Section 230 & 232 and applicable provisions of Companies Act, 2013.

Dear Sir/Madam,

With reference to our earlier letter no. KL/SEC/2022-23/47 dated 18th July, 2022, wherein it was informed that the Scheme of Arrangement of the Company has become effective from July 18, 2022, in this regard, we wish to inform that in terms of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Scheme of Arrangement, **Wednesday, 7th September, 2022** has been fixed as Record Date, for the purpose of determining the eligibility of the Equity Shareholders of Kamdhenu Limited ('the Company'), to whom the fully paid-up Equity Shares of Rs. 5/- each, of Kamdhenu Ventures Limited (Resulting Company No. 1) will be issued and allotted in consideration of Demerger of Paint Business of Kamdhenu Limited, in the ratio of 1 (one) Equity Share of Rs. 5/- each of the Kamdhenu Ventures Limited, for every 1 (one) Equity Share of Rs. 10/- each held in Kamdhenu Limited, as per below:

Type of Securities	Date(s) of Record Date	Purpose	Ratio
Equity Shares	Wednesday, 7 th September, 2022	Allotment of Equity Shares as consideration for demerger of Paint Division pursuant to the Scheme of Arrangement	1:1 (i.e., 1 (one) Equity Share of Rs. 5/- each of the Kamdhenu Ventures Limited, for every 1 (one) Equity Share of Rs. 10/- each held in Kamdhenu Limited)

K. Chandra

Subsequent upon issuance and allotment of the Equity Shares by the Kamdhenu Ventures Limited, as stated above, Kamdhenu Ventures Limited will initiate necessary actions for listing of its equity shares on BSE Limited and National Stock Exchange of India Limited in terms of the relevant provisions of the SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended and other circulars issued by SEBI, as amended, from time to time.

We request you to kindly take the same on records.

Thanking you,
For Kamdhenu Limited



Khem Chand,
Company Secretary & Compliance Officer

Encl: Brief Synopsys on Scheme of Arrangement



BRIEF SYNOPSIS ON SCHEME OF ARRANGEMENT & PROPOSED ISSUE OF EQUITY SHARES BY KAMDHENU VENTURES LIMITED PURSUANT TO THE SCHEME OF ARRANGEMENT

Scheme of Arrangement of Kamdhenu Concast Limited, Kamdhenu Overseas Limited, Kamdhenu Paint Industries Limited, Kamdhenu Infradevelopers Limited, Kamdhenu Nutrients Private Limited, Kay2 Steel Limited, Tiptop Promoters Private Limited (Transferor Companies No. 1 to 7), Kamdhenu Limited (Transferee Company/Demerged Company), Kamdhenu Ventures Limited (Resulting Company No. 1) and Kamdhenu Colour and Coatings Limited (Resulting Company No. 2) ("**the Scheme of Arrangement**") was approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh vide its order dated 3rd June, 2022.

The Appointed Date for the Scheme of Arrangement was 1st April, 2022. The Scheme of Arrangement has become effective from 18th July, 2022.

The Scheme of Arrangement, inter-alia, provided for, demerger of Paint Division of Kamdhenu Limited into Kamdhenu Colour and Coatings Limited and in consideration of the same; Kamdhenu Ventures Limited shall issue and allot 1 (one) Equity Share of Rs. 5/- each, for every 1 (one) Equity Share of Rs. 10/- each held in Kamdhenu Limited, as on the Record Date. It is pertinent to note that Kamdhenu Colour and Coatings Limited is the wholly owned subsidiary of Kamdhenu Ventures Limited.

In terms of the Scheme of Arrangement, in respect of the equity shares of Kamdhenu Limited already held in dematerialized form, the New Equity Shares to be issued by Kamdhenu Ventures Limited, in lieu hereof shall also be issued in dematerialized form with the equity shares being credited to the existing depository account of the Equity Shareholders of Kamdhenu Limited, entitled thereto, unless otherwise notified in writing by the shareholders of Kamdhenu Limited to Kamdhenu Ventures Limited (or its RTA), on or before the Record Date. In respect of the equity shares of Kamdhenu Limited held in physical form, each equity shareholders of Kamdhenu Limited holding such share(s) shall have the option, to be exercised by way of giving a notice to Kamdhenu Ventures Limited on or before the Record Date, to receive the New Equity Share(s) of Kamdhenu Ventures Limited either in physical form or in a dematerialized form, provided however, in case of the latter, the said notice shall contain the details of the relevant depository account. In the event that such notice has not been received by Kamdhenu Ventures Limited, in respect of any equity shareholder, the New Equity Shares of the Kamdhenu Ventures Limited shall be issued to such shareholders in physical form.

Example:

In case a shareholder is holding 100 equity shares of Rs. 10 each of Kamdhenu Limited, as on the Record Date; he/ she/ it shall be allotted, new shares of Kamdhenu Ventures Limited, in the following manner:

	Holding of the Shareholder
Pre-Scheme Shareholding	100 (One Hundred) equity shares of Rs 10 each fully paid-up in Kamdhenu Limited
Post-Scheme Shareholding	(a) 100 (One Hundred) equity shares of Rs 10 each fully paid-up in Kamdhenu Limited; and, (b) 100 (One Hundred) equity shares of Rs 5 each fully paid-up in Kamdhenu Ventures Limited (New allotment)





These shall have no impact on the existing shareholding of a shareholder of Kamdhenu Limited. Accordingly, the shareholding pattern of Kamdhenu Ventures Limited would be the mirror image of the shareholding pattern of Kamdhenu Limited.

Based upon holding on the record date, Kamdhenu Ventures Limited shall issue new share certificates to those shareholders holding shares in physical form and similarly do credit of new equity shares of Kamdhenu Ventures Limited, through corporate action in the beneficiary account of shareholders holding shares in electronic form as the case may be.

Further to note that Shares to be allotted pursuant to Scheme of Arrangement, will remain frozen till listing and trading permission is given by the BSE Limited and the National Stock Exchange of India Limited.

The contact details of Kamdhenu Ventures Limited and its RTA is as below for any query, clarification or communication:

<p>Shri Nitin Misra, Company Secretary & Compliance Officer of Kamdhenu Ventures Limited Address: 2nd Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram, Haryana - 122 002 (India). Phone No.: 0124-4604500 Email Id: cs@kamdhenupaints.com</p>	<p>Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of Kamdhenu Ventures Limited Address: D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020 Phone No.: 011-40450193-97, 011-26812682-83 Email Id: info@skylinerta.com</p>
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Thanking you,

For Kamdhenu Limited

Khem Chand,
Company Secretary & Compliance Officer

