

# KAMDHENU LTD

[CIN: L 27101 HR 1994 PLC 092205]

Registered Office: 2<sup>nd</sup> Floor, Tower A, Building No. 9,  
DLF Cyber City, Phase-3, Gurgaon-122 002, Haryana

E-mail: [kamdhenulimited.com](mailto:kamdhenulimited.com)

Website: [www.kamdhenulimited.com](http://www.kamdhenulimited.com)

**Meeting of Equity Shareholders of Kamdhenu Ltd scheduled to be held through Video Conferencing under the supervision of the Hon'ble National Company Law Tribunal**

<b>Day</b>	Saturday
<b>Date</b>	25th September, 2021
<b>Time</b>	10:00 A.M.
<b>Venue</b>	Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable

#### Remote e-voting schedule:

Commencement of remote e-voting	Tuesday, 21 <sup>st</sup> September, 2021 at 9:00 A.M. IST
End of remote e-voting	Friday, 24 <sup>th</sup> September, 2021 at 5:00 P.M. IST

#### LIST OF DOCUMENTS

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2	<b>Explanatory Statement</b>
3	<b>Scheme of Arrangement</b> of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd
4	<b>Pre-Scheme and post-Scheme Equity Shareholding Patterns</b> of the listed Transferee Company- Kamdhenu Ltd
5	<b>Report on Valuation of Shares &amp; Share Exchange Ratio</b> by Mr Sandeep Kumar Agrawal, Chartered Accountant and the IBBI Registered Valuer
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7	<b>Complaints Reports</b> filed by Kamdhenu Ltd with BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE)
8	<b>Observation letters of BSE and NSE</b> for the proposed Scheme of Arrangement
9	<b>Audited Financial Statements</b> of the Transferor Companies No. 1 to 7, the Transferee Company and the Resulting Companies No. 1 & 2 for the year ended 31 <sup>st</sup> March, 2020
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11	<b>Un-audited Financial Statements(provisional)</b> of the Transferee Company for the period ended 30 <sup>th</sup> September, 2020
12	<b>Audited Financial Statements</b> of the Transferor Companies No. 1 to 7, the Transferee Company and the Resulting Companies No. 1 & 2for the year ended 31 <sup>st</sup> March, 2021
13	<b>Abridged Prospectus</b> of the un-listed Transferor Companies No. 1 to 7 and the un-listed Resulting Companies No. 1 & 2along with the Due Diligence Report issued by Turnaround Corporate Advisors Pvt Ltd, SEBI Registered Category I Merchant Banker
14	<b>Compliance Report</b>

Through

Sd/-  
**Rohit Khanna, Advocate**  
 Chairperson of the meeting

Sd/-  
 Rajeev KGoel, Advocate  
**For Rajeev Goel & Associates**  
 Counsel for the Applicants  
 785, Pocket-E, Mayur Vihar-II  
 Delhi Meerut Expressway/NH-9  
 Delhi 110 091  
 Mobile: 93124 09354  
 e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com)  
 Website: [www.rgalegal.in](http://www.rgalegal.in)

**Date:** 9<sup>th</sup> August, 2021

**Place:** New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL CHANDIGARH BENCH, CHANDIGARH  
(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 12/Chd/Hry OF 2021 IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230, 232 & 66  
AND

IN THE MATTER OF SCHEME OF ARRANGEMENT AND  
IN THE MATTER OF

KAMDHENU CONCAST LTD KAMDHENU OVERSEAS LTD

APPLICANT NO. 1/TRANSFEROR COMPANYNO. 1

APPLICANT NO. 2/TRANSFEROR COMPANYNO. 2

KAMDHENU PAINT INDUSTRIES LTD

APPLICANT NO. 3/TRANSFEROR COMPANYNO. 3

KAMDHENU INFRADEVELOPERS LTD

APPLICANT NO. 4/TRANSFEROR COMPANYNO. 4

KAMDHENU NUTRIENTS PVT LTD

APPLICANT NO. 5/TRANSFEROR COMPANYNO. 5

KAY2 STEEL LTD

APPLICANT NO. 6/TRANSFEROR COMPANYNO. 6

TIPTOP PROMOTERS PVT LTD

APPLICANT NO. 7/TRANSFEROR COMPANYNO. 7

KAMDHENU LTD KAMDHENU VENTURES LTD

APPLICANT NO. 8/TRANSFEREE COMPANY

APPLICANT NO. 9/RESULTINGCOMPANYNO. 1 AND

KAMDHENU COLOUR AND COATINGS LTD

APPLICANT NO. 10/ RESULTINGCOMPANYNO. 2

## **NOTICE CONVENING MEETING**

**To**  
**The Equity Shareholders of Kamdhenu Ltd**

**Take Notice** that the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh vide its Order dated 4<sup>th</sup> August, 2021 (date of pronouncement), inter alia, directed for convening of a meeting of Equity Shareholders of Kamdhenu Ltd (the Transferee Company) through Video Conferencing for the purpose of considering and, if thought fit, approving, the proposed Scheme of Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd, and other connected matters, if any. The following Special Business will be transacted in the said meeting:

To consider and, if thought fit, to pass, the following resolution with specific majority as provided under sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any:

**"RESOLVED THAT** pursuant to the provisions of sections 230, 232 & 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meetings be and is hereby accorded for the proposed (a) Amalgamation of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd and Tiptop Promoters Pvt Ltd with Kamdhenu Ltd; (b) De-merger of Paint Business of Kamdhenu Ltd into Kamdhenu Colour and Coatings Ltd;

(c) Re-organisation of pre-Scheme Share Capital of Kamdhenu Ventures Ltd; and other connected matters, if any.

**RESOLVED FURTHER THAT** the Report on Valuation of Shares & Share Exchange Ratio prepared by Mr Sandeep Kumar Agrawal, a Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and the Fairness Opinion Report given by Turnaround Corporate Advisors Pvt Ltd, a SEBI Registered Category 1 Merchant Banker, on the said Report on Valuation of Shares & Share Exchange Ratio, as placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Registered Valuer for the proposed amalgamation and de-merger, etc., being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.

**RESOLVED FURTHER** the salient features/terms and conditions of the proposed amalgamation and De-merger, etc., as set out in the draft Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:

- i. On Amalgamation, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd and Tiptop Promoters Pvt Ltd (the Transferor Companies No. 1 to 7, respectively) will be transferred to and vest in Kamdhenu Ltd (the Transferee Company).
- ii. On De-merger, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Paint Division (the Demerged Business) of Kamdhenu Ltd (the Transferee Company/the Demerged Company) will be transferred to and vest in Kamdhenu Colour and Coatings Ltd (the Resulting Company No. 2).
- iii. On Amalgamation, all the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.
- iv. On De-merger, all the employees of the Demerged Company employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Resulting Company No. 2 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Demerged Company, on the Effective Date.
- v. Appointed Date for the Scheme will be 1<sup>st</sup> April, 2020, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- vi. Share Exchange Ratio (Equity Shares) for the proposed Amalgamation will be as follows:
  - a. The Transferee Company-Kamdhenu Ltd will issue 2,351 Equity Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 1-Kamdhenu Concast Ltd.
  - b. The Transferee Company-Kamdhenu Ltd will issue 3,697 Equity Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 2-Kamdhenu Overseas Ltd.
  - c. The Transferee Company-Kamdhenu Ltd will issue 4,887 Equity Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 3-Kamdhenu Paint Industries Ltd.
  - d. The Transferee Company-Kamdhenu Ltd will issue 4,281 Equity Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 4-Kamdhenu Infradevelopers Ltd.
  - e. The Transferee Company-Kamdhenu Ltd will issue 5,454 Equity Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 5-Kamdhenu Nutrients Pvt Ltd.
  - f. The Transferee Company-Kamdhenu Ltd will issue 4,062 Equity Shares of ₹ 10 each, credited as fully paid up, for every

1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 6-Kay2 Steel Ltd.

- g. The Transferee Company-Kamdhenu Ltd will issue 2,910 Equity Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 7-Tiptop Promoters Pvt Ltd.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number. However, total number of new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Companies will be equal to the aggregate number of Equity Shares of the Transferee Company held by the Transferor Companies No. 1 to 7 as on the record date.

- vii. On Amalgamation, in addition to the aforesaid Equity Shares, the Transferee Company-Kamdhenu Ltd will also issue 9% Non-cumulative Compulsorily Redeemable Preference Shares (CRPS) to the Shareholders of the Transferor Companies in the following share exchange ratio:
- The Transferee Company-Kamdhenu Ltd will issue 5,988 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 1- Kamdhenu Concast Ltd.
  - The Transferee Company-Kamdhenu Ltd will issue 6,638 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 2- Kamdhenu Overseas Ltd.
  - The Transferee Company-Kamdhenu Ltd will issue 3,398 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 3- Kamdhenu Paint Industries Ltd.
  - The Transferee Company-Kamdhenu Ltd will issue 1,875 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 4- Kamdhenu Infradevelopers Ltd.
  - The Transferee Company-Kamdhenu Ltd will issue 1,611 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 5- Kamdhenu Nutrients Pvt Ltd.
  - The Transferee Company-Kamdhenu Ltd will issue 2,082 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 6- Kay2 Steel Ltd.
  - The Transferee Company-Kamdhenu Ltd will issue 14,375 (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, for every 1,000 Equity Shares of ₹ 10 each held in the Transferor Company No. 7- Tiptop Promoters Pvt Ltd.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

- viii. CRPS to be issued on amalgamation in terms of the aforesaid clause, will be reduced as provided under Clause 3.9.3 of the Scheme on issue of Preference Shares in the Resulting Company No. 1, on de-merger.
- ix. Share Exchange Ratio (Equity Shares) for the proposed De-merger will be as follows:
- The Resulting Company No. 1-Kamdhenu Ventures Ltd will issue 1 (one) Equity Share of ₹5 each, credited as fully paid-up, to the shareholders of the Transferee Company for every 1 (one) Equity Share of ₹ 10 each held in the Transferee Company-Kamdhenu Ltd.

- x. Further, on De-merger, the Resulting Company No. 1-Kamdhenu Ventures Ltd will also issue (9% Non-cumulative) Compulsorily Redeemable Preference Shares (CRPS) to the CRPS holders of the Transferee Company in the following share exchange ratio:
- The Resulting Company No. 1 will issue 266 (two hundred and sixty-six) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, to the Preference Shareholders of the Transferee Company for every 1000 (one thousand) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each held in the Transferee Company-Kamdhenu Ltd, after amalgamation.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

- xi. On issue of new Preference Shares by the Resulting Company No. 1, the Transferee Company will reduce the Compulsorily Redeemable Preference Shares (issued on amalgamation in terms of Clause 2.7.3 of the Scheme) in the following manner:
- For every 1000 (one thousand) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each in the Transferee Company after amalgamation; the Transferee Company will issue 734 (seven hundred thirty-four) (9% Non-cumulative) Compulsorily Redeemable Preference Shares of ₹ 10 each, credited as fully paid up, in the Transferee Company.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

- xii. Upon the Scheme becoming effective, the pre-Scheme issued and paid up share capital of the Resulting Company No. 1 which consists of 30,400 Equity Shares of ₹ 10 each aggregating ₹ 3,04,000, will be cancelled and 30,400 9% Compulsorily Redeemable Preference Shares of ₹ 10 each aggregating ₹ 3,04,000, will be created in place of such cancelled equity share capital. be and are hereby approved in specific.

**RESOLVED FURTHER THAT** pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and other applicable provisions, BSE Ltd be and is hereby appointed as the Designated Stock Exchange for the purposes of the proposed Scheme of Arrangement.

**RESOLVED FURTHER THAT** subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Arrangement of Kamdhenu Concast Ltd, Kamdhenu Overseas Ltd, Kamdhenu Paint Industries Ltd, Kamdhenu Infradevelopers Ltd, Kamdhenu Nutrients Pvt Ltd, Kay2 Steel Ltd, Tiptop Promoters Pvt Ltd, Kamdhenu Ltd, Kamdhenu Ventures Ltd and Kamdhenu Colour and Coatings Ltd, as placed in the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."

**Take Further Notice** that in pursuance of the said order, a meeting of the **Equity Shareholders of Kamdhenu Ltd is scheduled to be held through Video Conferencing on Saturday, 25<sup>th</sup> September, 2021 at 10:00 A.M.**, when you are requested to attend.

**Facility of remote e-voting will be available during the prescribed time period before the meeting. Accordingly, Equity Shareholders can vote through remote electronic means (without attending the meeting) instead of voting in the Equity Shareholders' meeting.**

The Hon'ble Tribunal has appointed Mr Rohit Khanna, Advocate, as the Chairperson; Dr Surekha Thukral, Advocate, as the Alternate Chairperson and Ms Komal Preet Kaur, Company Secretary, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under sections 230, 232 & 66 of the Companies Act, 2013 and the Companies (Compromises, Arrangements

and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Arrangement and other documents, if any, are enclosed. The proposed Scheme of Arrangement, if approved in the meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh.

Dated this 9<sup>th</sup> day of August, 2021

Sd/-

**Rohit Khanna, Advocate**  
Chairperson of the meeting

Through

Sd/-

Rajeev K Goel, Advocate  
**For Rajeev Goel & Associates**  
Counsel for the Applicants 785, Pocket-E, Mayur Vihar-II,  
Delhi Meerut Expressway/NH-9 Delhi 110 091  
Mobile: 88005 15597  
e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com) Website: [www.rgalegal.in](http://www.rgalegal.in)

**Notes:**

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
2. National Securities Depository Limited (NSDL) is appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. Whereas Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide 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 cut-off date i.e. 13<sup>th</sup> August, 2021.**
4. **Equity Shareholders who have not registered their e-mail id, can get the same registered by sending the request to the Company Secretary and the Compliance Officer of the Company at [khemchand@kamdhenulimited.com](mailto:khemchand@kamdhenulimited.com).**
5. **In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:**

Name	Mobile No. and e-mail
Mr Sharwan Mangla General Manager Mas Services Ltd	9811742828 <a href="mailto:sm@masserv.com">sm@masserv.com</a>
Mr Khem Chand Company Secretary & Compliance Officer Kamdhenul Ltd	83830 74359 <a href="mailto:khemchand@kamdhenulimited.com">khemchand@kamdhenulimited.com</a>
Mr Nitin Misra Authorised Signatory, Kamdhenu Ltd	9968987322 <a href="mailto:nitinmisra@kamdhenulimited.com">nitinmisra@kamdhenulimited.com</a>

6. Only Equity Shareholders of the Company may attend the meeting of Equity Shareholders through Video Conferencing and vote through e- voting system.
7. 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., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at: [cs.komalpreetkaur@gmail.com](mailto:cs.komalpreetkaur@gmail.com)
8. **Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
9. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**
10. Voting may be made through remote e-voting (without attending the meeting)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:

Commencement of remote e-voting	Tuesday, 21 <sup>st</sup> September, 2021 at 9:00 A.M. IST
End of remote e-voting	Friday, 24 <sup>th</sup> September, 2021 at 5:00 P.M. IST

11. 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.
12. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
13. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website(s):

Particulars	Website
Kamdhenul Ltd	<a href="http://www.kamdhenulimited.com">www.kamdhenulimited.com</a>
BSE Ltd	<a href="http://www.bseindia.com">www.bseindia.com</a>
National Stock Exchange of India Ltd	<a href="http://www.nseindia.com">www.nseindia.com</a>

Encl.: As above

#### **Instructions:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM 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/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available for 1000 members on 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.kamdhenulimited.com](http://www.kamdhenulimited.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 21<sup>st</sup> September, 2021 at 09:00 A.M. and ends on 24<sup>th</sup> September, 2021 at 05:00 P.M. 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 record date (cut-off date) i.e. 18<sup>th</sup> September, 2021, 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 18<sup>th</sup> September, 2021.

**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.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 held 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 options available against company name or <b>e-Voting service provider - 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.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b> . Click on <b>NSDL</b> to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-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 & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 022-23058738 or 022-23058542-43

**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. the EVEN no. for the Shareholders meeting is 116797.

5. 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 116797 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.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.**

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

**How to 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 General 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
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. Aman Goyal 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 THEEGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 link” placed under “**Join General 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. 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). The same will be replied by the company suitably.

