



Ref: KL/SEC/2022-23/44

Date: July 18, 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: Scheme of Arrangement – Outcome of the Board Meeting of Kamdhenu Ventures Limited (“Resulting Company No. 1”)

Dear Sir/Madam,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Schedule III thereto and in compliance with the Observations letters of National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) dated September 28, 2020 (collectively be referred as “Exchanges Letter”) on the Scheme of Arrangement, we wish to inform you that the Board of Directors of **KAMDHENU VENTURES LIMITED**, Resulting Company No. - 1 in the Scheme of Arrangement, in their meeting held on today i.e. July 18, 2022, has *inter-alia* considered and approved the following to give effect to the Scheme of Arrangement and related matters;

- 1) Appointment of Shri Madhusudan Agarwal (DIN: 00338537) as an Additional Director in the Category of Non-Executive - Independent Director for a period of 5 (five) years, subject to the approval of Shareholders of Kamdhenu Ventures Limited in General Meeting;
- 2) Appointment of Shri Ramesh Chand Surana (DIN: 00089854) as an Additional Director in the Category of Non-Executive - Independent Director for a period of 5 (five) years, subject to the approval of Shareholders of Kamdhenu Ventures Limited in General Meeting;
- 3) Appointment of Smt. Nishal Jain (DIN: 06934656) as an Additional Director in the Category of Non-Executive - Independent Woman Director for a period of 5 (five) years, subject to the approval of Shareholders of Kamdhenu Ventures Limited in General Meeting;
- 4) Appointment of Shri Nitin Misra, FCS No. 10131 (PAN: BAWPM5274M) as Company Secretary & Compliance Officer in the category of Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013;




KAMDHENU LIMITED

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CIN: L27101HR1994PLC092205
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5) Sub-division of existing Authorized Share Capital of Rs. 5,00,000 (Rupees Five Lakhs) divided into 50,000 (Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) each into Rs. 5,00,000 (Rupees Five Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of face value of Rs. 5/- (Rupee Five) each and consequential amendment in Clause V of Memorandum of Associations so that post Sub-division the Clause V shall be read as under, subject to the approval of Shareholders;

“V. The Authorized Share Capital of the Company is Rs. 5,00,000 (Rupees Five Lakh Only) divided into 1,00,000 (One Lakh) Equity Shares having face value Rs.5 (Rupees Five) each.”


6) Post giving effect to the Sub-division of existing Authorized Share Capital as stated in Point No. 5 the Authorized Share Capital of the Company will be increased to Rs. 195,500,000/- (Rupees Nineteen Crore Fifty-Five Lakhs Only) comprising of Rs. 150,500,000/- (Rupees Fifteen Crore and Five Lakh) divided into 30,100,000 (Three Crore and One Lakh) Equity Shares having face value Rs. 5/- (Rupees Five) each of the Company (“Equity Shares”) and Rs. 45,000,000/- (Rupees Four Crore and Fifty Lakhs Only) divided into 4,500,000 (Forty-Five Lakhs) Preference Shares having face value Rs. 10/- (Rupees Ten) each of the Company (“Preference Shares”) and consequential amendment in Clause V of Memorandum of Associations so that post Increase in the Authorized Share Capital, the Clause V shall be read as under, subject to the approval of Shareholders;

“V. The Authorized Share Capital of the Company is Rs. 195,500,000/- (Rupees Nineteen Crore Fifty-Five Lakhs Only) comprising of Rs. 150,500,000/- (Rupees Fifteen Crore and Five Lakh) divided into 30,100,000 (Three Crore and One Lakh) Equity Shares having face value Rs. 5/- (Rupees Five) each and Rs. 45,000,000/- (Rupees Four Crore and Fifty Lakhs Only) divided into 4,500,000 (Forty-Five Lakhs) Preference Shares having face value Rs. 10/- (Rupees Ten) each.”

7) Adoption of new set of Articles of Association, to align the same with the prevailing provisions of the Companies Act 2013 and Securities Contract (Regulations) Rules, 1957 and other applicable rules and regulations, as may be necessary, subject to the approval of Shareholders, Ministry of Corporate Affairs and other Competent or Statutory Authority;

8) Calling of an Extra-Ordinary General Meeting at shorter notice of the Kamdhenu Ventures Limited scheduled to be held today i.e. on July 18, 2022, for approval of aforesaid matters.

K. Chandra



The Board of Directors of the Kamdhenu Ventures Limited has also approved the constitution of the following Committees;

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Risk Management Committee
- e) Internal Compliant Committee

The Board of Directors of Kamdhenu Ventures Limited has also adopted the Codes and Policies as applicable to the Company in terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other SEBI regulations as applicable/ would be applicable to it.

The Disclosures in terms of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015 is enclosed as **Annexure – I**.

The Meeting was commenced at 10:30 A.M. and concluded at 11:30 A.M.

We request you to kindly take the same on records.

Thanking you,

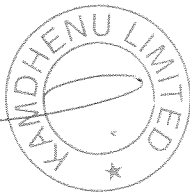
Yours faithfully,

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer



Encl.: as above.

Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015.

S.No	Particular	Shri Madhusudan Agarwal	Shri Ramesh Chand Surana
		(1)	(2)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment as Additional Director in category of Independent Director	Appointment as Additional Director in category of Independent Director
2.	Date of appointment/cessation & term of appointment;	Date of Appointment: July 18, 2022 Term: Five years with effect from July 18, 2022, subject to the approval of Shareholders .	Date of Appointment: July 18, 2022 Term: Five years with effect from July 18, 2022, subject to the approval of Shareholders .
3.	Brief Profile;	Shri Madhusudan Agarwal, University of Delhi alumnus, is a fellow member of The Institute of Chartered Accountants of India (ICAI) since 1987. He has more than three decades of professional experience in the field of audit, management consultancy, tax, company law matters and worked with various corporates across industries including steel, print media, healthcare, digital media, financial services, textile, real estate, automobiles and IT services etc.	Shri Ramesh Chand Surana, a management postgraduate from Banaras Hindu University has to his credit more than 37 years of rich and extensive experience in Finance, Marketing, Project Execution and plant management. He started his career with HEG Limited in 1976 as Management Trainee immediately after his MBA from BHU. He became President in 1997, and then, elevated to the position of CEO in 1999 and has been a member of Board as Executive Director since 2002.
4.	Disclosure of relationships between directors.	Shri Madhusudan Agarwal is not related to any director	Shri Ramesh Chand Surana is not related to any director

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer



Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015.

S.No	Particular	Smt. Nishal Jain	Shri Nitin Misra
		(3)	(4)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment as Additional Director in category of Independent Director	Appointment as Company Secretary & Compliance Officer in the Category of Key Managerial Personnel.
2.	Date of appointment/cessation & term of appointment;	Date of Appointment: July 18, 2022 Term: Five years with effect from July 18, 2022, subject to the approval of Shareholders .	Date of Appointment: July 18, 2022
3.	Brief Profile;	Smt. Nishal Jain, PGDHR from Institute of Management and Technology, Kolkata is a seasoned professional in the field of Human Resources Management. She has over 8 years of professional experience in areas like recruitment, manpower planning, compensation planning, appraisal, employee engagement and related HR activities. She has been managing overall HR activities of Bagrry's India Limited.	Shri Nitin Misra (FCS No. 10131) is a fellow member of Institute of Company Secretaries of India and law graduate from Allahabad University. He has comprehensive and extensive experience of more than 10 years in Corporate Secretarial Affairs, Legal Matter and Statutory Compliances.
4.	Disclosure of relationships between directors.	Smt. Nishal Jain is not related to any director.	Shri. Nitin Mishra is not related to any director.

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer

