



Ref: KL/SEC/2022-23/58

Date: 28th July, 2022

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051.

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

NSE Symbol: KAMDHENU

BSE Scrip Code: 532741

Sub: Outcome & Proceedings of the 28th Annual General Meeting of the Company.

Ref.: Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

Dear Sir/Madam,

We wish to inform you that the 28th Annual General Meeting ("AGM") of the members of Kamdhenu Limited ('the Company') was held on Thursday, 28th Day of July, 2022 at 11:30 A.M. (IST) through video conferencing/ other audio visual means (VC/ OAVM) in compliance with circulars issued, from time to time, by Ministry of Corporate Affairs and Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and rules made thereunder.

Shri Satish Kumar Agarwal, Chairman of the Board, presided as the Chairman of the AGM.

Shri Khem Chand, Company Secretary & Compliance Officer of the Company, with permission of the Chairman, started the proceedings of the AGM and welcomed the Members of the Company and thereafter informed that in view of the COVID-19 pandemic, social distancing norms to be followed, therefore this AGM is being conducted through Video Conferencing, on virtual platform provided by MAS Services Limited, as per the regulatory guidelines.

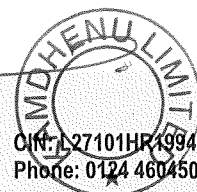
Company Secretary informed that 66 members were present at starting of the AGM, which satisfies the quorum requirement for the AGM. He further apprised the members present that the Company has tied with National Securities Depositories Limited (NSDL) to provide the facility of remote e-voting from 25th July, 2022, 09:00 AM to 27th July, 2022, 05:00 PM, to all those who were members on 21st July, 2022 being cut off date for voting on resolutions as set out in the notice of AGM and the members who have not cast their vote through remote e-voting can cast their vote through Instapoll (e-voting) window which was open for 15 minutes at the closure of the AGM. He further informed that the documents related to the AGM, have been made available electronically for inspection by the members during the AGM.

KAMDHENU LIMITED

Regd. Off. 2nd Floor, Building No. 9A, DLF
Cyber City, Phase-III, Gurugram, HR-122002

E-mail: kamdhenu@kamdhenulimited.com
Website: www.kamdhenulimited.com

CIN: L27101HR1994PLC092205
Phone: 0124 4604500



Company Secretary further briefed that for smooth conduct of this meeting the connection of all the Members would be on mute mode during the meeting. Those members who have registered themselves as Speaker would be allowed to speak at the appropriate time during the meeting. Thereafter, he introduced the Directors, Key Managerial Personnel, Statutory Auditor, Secretarial Auditor and Scrutinizer present at the meeting. The Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were also present throughout the meeting. Shri Ramesh Chandra Jain could not attend the AGM due to pre-occupations. Thereafter, he invited Shri Satish Kumar Agarwal, Chairman to initiate the proceedings of the meeting.

Shri Satish Kumar Agarwal, Chairman of the Company chaired the meeting. The Chairman welcomed the members to the AGM and apprised the members about the achievements and financial performance of the company despite the setbacks and the hindrances faced by the Company during the previous financial year 2021-22.

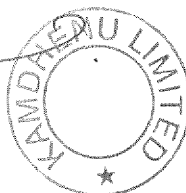
Further, Chairman apprised the members that the company has obtained the approval on 3rd June, 2022 of Hon'ble National Company Law Tribunal, Chandigarh Bench on the Scheme of Arrangement considered to be a biggest leap taken by the company for amalgamation of 7 companies into the company and the demerger of the Paint business into the newly emerged company Kamdhenu Colour and Coatings Limited. He further informed that the Scheme of Arrangement of the Company has become effective on 18th July, 2022 and in this regard the allotment of equity shares by Kamdhenu Ventures Limited is expected to be made by the second quarter of the current Financial Year. Thereafter, the Chairman, delivered his speech covering various aspect viz. update on Scheme of Arrangement, Steel and Paint Business, Performance and future plans etc. Upon requisition, Shri Harish Kumar Agarwal, Chief Financial Officer of the Company delivered his speech on the business and financial operation of the Company.

Shri Harish Kumar Agarwal then invited Company Secretary to read out item of business, as set out in the Notice of 28th AGM dated 30th May, 2022.

Thereafter, the Company Secretary read the following businesses, as set out in the Notice convening the AGM to members:

Sr. No.	Particulars	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with reports of the Auditors' and the Board of Directors thereon.	Ordinary Resolution
2.	To approve and declare the final dividend of Re. 1.00 (Rupee one) per equity share (i.e. @ 10%) having face value of Rs. 10/- each fully paid up for the FY 2021-22.	Ordinary Resolution

K. Chandra



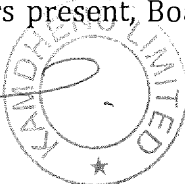
3.	Re-Appointment of Shri Satish Kumar Agarwal, (DIN: 00005981) Chairman & Managing Director of the Company, retiring by rotation.	Ordinary Resolution
4.	To appoint M/S S.S. Kothari Mehta & Co, Chartered Accountants (Firm Registration no. 000756N) as statutory auditors of the company in place of M/S B S D & Co., Chartered Accountants (firm registration no. 000312S) retiring auditors.	Special Resolution
	Special Business	
5.	Re-Appointment of Shri Satish Kumar Agarwal (DIN: 00005981) as Chairman & Managing Director of the Company.	Special Resolution
6.	Re-Appointment of Shri Sunil Kumar Agarwal (DIN: 00005973) as Whole-time Director of the Company.	Special Resolution
7.	To Re-Designate Shri Saurabh Agarwal (DIN: 00005970) as Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.	Special Resolution
8.	Re-Appointment of Shri Sachin Agarwal (DIN: 01188710) as Whole-time Director of the Company.	Special Resolution
9.	Re-Appointment of Shri Madhusudan Agarwal (DIN: 00338537) as an Independent Director of the Company.	Special Resolution
10.	To appoint Smt. Pravin Tripathi (DIN: 06913463), as an Independent Woman Director of the Company.	Special Resolution
11.	Ratification of the remuneration payable to the Cost Auditors for the Financial Year 2022-23.	Ordinary Resolution

Thereafter, the Company Secretary briefed about the process by which the members, who have registered themselves as a Speakers, would participate to express their views and raise queries, if any. Thereafter, the session of Speakers Q&A was declared as open. On invitation, members who had registered themselves as speakers, were invited to ask queries/ share their suggestions on the matter placed at the AGM. The Company Secretary announced their name one by one and the respective speaker shareholders expressed their views and raised queries. After active participation with various speaker shareholders, the Chairman, CFO and the Company Secretary responded to their queries and provided clarifications, wherever required.

Company Secretary informed the members that the Company has appointed Shri Shashikant Tiwari, Partner, Chandrasekaran & Associates, Company Secretaries as a Scrutinizer to supervise the remote e-voting and e-voting process during the meeting. He further informed that the result of the e-voting will be declared, in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report to the Stock Exchanges and will be placed on the website of the Company and National Securities Depository Limited (NSDL) within prescribed timelines.

Company Secretary then invited the Shri Satish Kumar Agarwal, Chairman & Managing Director to give closure remarks to the members. Shri Satish Kumar Agarwal placed his sincere appreciation to the members present, Board members, regulatory authorities,

1/Chair



management, employees and all the stakeholders for their unending guidance, faith and support on the management of the Company. The Chairman, after giving the closure remarks, declared the proceedings of the meeting as closed.

Chairman then asked the moderator to open the Instapoll (e-voting) at the AGM for e-voting by the members who have not cast their votes through remote e-voting. Thereafter, the Instapoll (e-voting) was kept open for 15 minutes.

The meeting was concluded at 12:45 P.M including the time for Instapoll (e-voting). Total 91 members were present at the end of the AGM.

You are requested to kindly take the same on record.

Thanking You,

Yours Faithfully,

For Kamdhenu Limited



Khem Chand
Company Secretary & Compliance Officer

