



Ref: KL/SEC/2022-23/42

Date: July 16, 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 3rd Annual General 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 Shareholders of **KAMDHENU VENTURES LIMITED**, Resulting Company No. - 1 in the Scheme of Arrangement, equity shares of which are proposed to be listed on NSE and BSE, in terms of the Order dated June 3, 2022 issued by National Company Law Tribunal (NCTL), Chandigarh Bench on the approval of the Scheme of Arrangement, at their 3rd Annual General Meeting held on July 15, 2022 at 5:30 P.M. (IST) at their Registered Office, has approved the following resolutions;

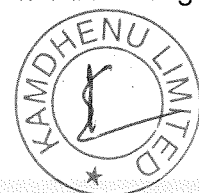
A. Ordinary Businesses:

Item No. 1: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Kamdhenu Ventures Limited for the Financial Year ended 31st March, 2022, together with Reports of the Auditors' and the Board of Directors thereon.

Item No. 2: Re-appointment of Shri Sachin Agarwal, Director of the Kamdhenu Ventures Limited, Retiring by Rotation.

Item No. 3: Appointment of M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E), as the Statutory Auditors of the Kamdhenu Ventures Limited for a first term of 5 consecutive years, from the Financial Year 2022-23 to 2026-27 i.e. from the conclusion of 3rd Annual General Meeting to the conclusion of 8th Annual General Meeting.

K. Chavhan



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

B. Special Businesses:

Item No. 4: Appointment of Shri Saurabh Agarwal (Din: 00005970) as Managing Director of the Kamdhenu Ventures Limited, liable to Retire by Rotation, for a period of 3 years from June 1, 2022 to May 31, 2025 and fixation of his remuneration.

Item No. 5: Rectification of appointment of M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E), as the Statutory Auditors of the Kamdhenu Ventures Limited to fill the casual vacancy caused due to resignation of M/s B S D & Co, Chartered Accountants in terms of Section 139(8) of the Companies Act, 2013.

Item No. 6: Increasing in the overall borrowing limits of the Board of Directors of the Kamdhenu Ventures Limited to Rs. 300 Crore (Rupees Three Hundred Crore only) in terms of Section 180(1)(c) of the Companies Act, 2013 and for creating the Charge/Mortgage on the assets of the Kamdhenu Ventures Limited in terms of Section 180(1)(a) of the Companies Act, 2013, subject to the ceiling limit of Rs. 300 Crore.

Item No. 7: Increasing the overall Investment limits in terms of Section 186 of the Companies Act, 2013 to Rs. 300 Crore (Rupees Three Hundred Crore only).

The Disclosures w.r.t to the appointment of M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E), as the Statutory Auditors of Kamdhenu Ventures Limited and appointment of Shri Saurabh Agarwal as Managing Director of Kamdhenu Ventures Limited, 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 and II**.

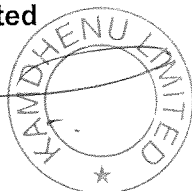
We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kamdhenu Limited

Khem Chand



Khem Chand

Company Secretary & Compliance Officer

Encl.: as above.

Annexure I

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	Appointment.
1.	Name of the Statutory Auditor	M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E)
2.	Reason for change viz. appointment, resignation, removal, death or otherwise;	M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E) has been appointed by the Shareholders of Kamdhenu Ventures Limited in their 3 rd Annual General Meeting held on July 15, 2022, for the first term of 5 consecutive years, from the Financial Year 2022-23 to 2026-27 i.e. from the conclusion of 3 rd Annual General Meeting to the conclusion of 8 th Annual General Meeting.
3.	Date of appointment/cessation & term of appointment;	Date of Appointment: July 15, 2022 Term: 5 years i.e. from the conclusion of 3 rd Annual General Meeting to the conclusion of 8 th Annual General Meeting.
4.	Brief Profile;	M/s M C Bhandari & Co., the firm of Chartered Accountants has over 61 years standing with multi industry experience. The firm was formed in 1957 by Late Shri MC Bhandari who was the former president of 'The Institute of Chartered Accountants of India'. The firm has wide presence & have offices in New Delhi, Kolkata, Mumbai, Jaipur and Kota. The Firm renders professional services in the areas of Statutory Audit, Internal Audit and Forensic Audit, Management Advisory, Banking, related assignments such as TEV Study, Due Diligence, Restructuring & OTS Proposals, Cash Flow and Specialized Monitoring etc., Merchant Banking related activities, Taxation, Corporate & Business Regulations, IBC related allied services etc. for private sector, public sector and banking sector. The firm have various large and medium enterprises as clients across industries and also in Banking sector. The firm is also empaneled with C&AG for Major Audits, with RBI as Category I Firm and with IBA for Forensic Audits as well as Agency for Specialised Monitoring and various agencies like NABARD, SEBI, IRDA, NHAI etc.
5.	Disclosure of relationships between directors.	Not Applicable

For Kamdhenu Limited




Khem Chand,
Company Secretary & Compliance Officer

Annexure-II

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 Saurabh Agarwal
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	<p>The Board of Directors of Kamdhenu Ventures Limited in their meeting held on June 14, 2022 have approved the appointment of Shri Saurabh Agarwal as Managing Director, subject to the approval of Shareholders in ensuing 3rd Annual General Meeting.</p> <p>Consequently, Shri Saurabh Agarwal has been appointed by the Shareholders of Kamdhenu Ventures Limited, in their 3rd Annual General Meeting held on July 15, 2022, for the first term of 3 years, effective from June 1, 2022 till 30th May 2025.</p>
2.	Date of appointment/cessation & term of appointment;	June 1, 2022, as approved by Shareholders of Kamdhenu Ventures Limited for a period of 3 (three) years.
3.	Brief Profile;	Shri Saurabh Agarwal is a dynamic entrepreneur having technical expertise in plant operations. Shri Saurabh Agarwal has been in association with Kamdhenu Conglomerate since 1998, after completing B.E.(Mech.) from R.V. College of Engineering, Bengaluru. By dint of his hard work and extraordinary innovative wisdom, he has made rapid growth in Kamdhenu Conglomerate.
4.	Disclosure of relationships between directors.	Shri Saurabh Agarwal is a brother of Shri Sachin Agarwal and also related to Shri Sunil Kumar Agarwal.

For Kamdhenu Limited

Khem Chand,
Company Secretary & Compliance Officer