



Ref: KL/SEC/2022-23/45

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 Extra-Ordinary 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, in their Extra-Ordinary General Meeting, at shorter notice, held on today i.e. July 18, 2022, has approved the following matters;

1) Appointment of Shri Madhusudan Agarwal (DIN: 00338537) as Non-Executive, Independent Director for a first term of 5 (five) consecutive years with effect from July 18, 2022;

2) Appointment of Shri Ramesh Chand Surana (DIN: 00089854) as Non-Executive, Independent Director for a first term of 5 (five) consecutive years with effect from July 18, 2022;

3) Appointment of Smt. Nishal Jain (DIN: 06934656) as Non-Executive - Independent Woman Director for a first term of 5 (five) consecutive years with effect from July 18, 2022;

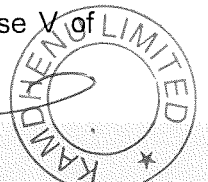
4) Sub-division of existing Authorized Share Capital of Rs. 5,00,000 (Rupees Five Lakhs) divided into 50,000 (Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) each into Rs. 5,00,000 (Rupees Five Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of face value of Rs. 5/- (Rupee Five) each and consequential amendment in Clause V of Memorandum of Associations which shall be read as under;

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



“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.”

5) Subsequent to the Subdivision of Authorized Share Capital of Kamdhenu Ventures Limited, Increase and Alteration in the Authorized Share Capital of the Kamdhenu Ventures Limited 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 of 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 of Rs. 10/- (Rupees Ten) each of the Company (“Preference Shares”) and consequential amendment in Clause V of Memorandum of Associations and which shall be read as under;

“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.”

6) Alteration in Articles of Association in compliance 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 Ministry of Corporate Affairs and other Competent or Statutory Authority;

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 12:30 P.M.(IST) and concluded at 01:00 P.M.(IST).

We request you to kindly take the same on records.

Thanking you,

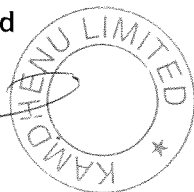
Yours faithfully,

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	Smt. Nishal Jain
		(1)	(2)	(3)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment as Independent Director	Appointment as Independent Director	Appointment as Independent Director
2.	Date of appointment/cessation & term of appointment;	Date of Appointment: July 18, 2022 Term: First terms of Five consecutive years effect from July 18, 2022 till July 17, 2027,	Date of Appointment: July 18, 2022 Term: First terms of Five consecutive years effect from July 18, 2022 till July 17, 2027,	Date of Appointment: July 18, 2022 Term: First terms of Five consecutive years effect from July 18, 2022 till July 17, 2027,
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.	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.
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	Smt. Nishal Jain is not related to any director.

For Kamdhenu Limited

Khem Chand

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Company Secretary & Compliance Officer

