

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001 BSE Code: 532741	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 NSE symbol: KAMDHENU
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Sub.: Disclosures under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sirs,

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 (“**the Scheme of Arrangement**”) was approved by of the Hon’ble National Company Law Tribunal, Chandigarh Bench, Chandigarh vide its order dated 3rd June, 2022. The Scheme of Arrangement is effective from 18th July, 2022.

Post the Scheme of Arrangement being effective, inter-alia, the promoter group of the Company has been allotted equity shares in the Transferee Company – Kamdhenu Limited.

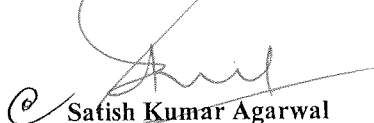
Pursuant to the Scheme of Arrangement, upon the Scheme finally coming into effect, the Transferee Company/ Company – Kamdhenu Limited has allotted 78,04,145 (seventy-eight lakhs four thousand one hundred and forty-five only) equity shares of Rs. 10/- each on 20th July, 2022, to the Shareholders of the Transferor Companies, in the share exchange ratio mentioned in the Scheme of Arrangement. Out of these shares 63,09,238 equity shares has been allotted to the Promoters and Promoter Group persons of Kamdhenu Limited.

Pursuant to Scheme of Arrangement, 78,04,145 (seventy-eight lakhs four thousand one hundred and forty-five only) equity shares of Rs. 10/- each of the Company held by the Transferor Companies, is extinguished as crossholding. Accordingly, the pre and post Scheme, number of shares issued in the company remained the same.

In accordance with Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed the report in respect of the acquisition of shareholding pursuant to the Scheme of Arrangement, made in reliance upon exemption provided for in Regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you.

For the Promoters and Promoter Group
Kamdhenu Limited


Satish Kumar Agarwal
Promoter

Date: 21st July, 2022

Place: Gurugram

c.c.

Company Secretary
Kamdhenu Limited
2nd Floor, Tower - A, Building No. 9
DLF Cyber City, Phase-III
Gurugram, Haryana, 122002

Disclosure under Regulation 10(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Sr. No.	Particulars	Details	
1.	Name of the Target Company (TC)	KAMDHENU LIMITED	
2.	Name of the acquirer(s)	As per list enclosed	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited ("BSE") National Stock Exchange of India Limited ("NSE")	
4.	Details of the transaction including rationale, if any, for the transfer / acquisition of shares.	<p>Pursuant to the 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 ("the Scheme of Arrangement"); upon the Scheme finally coming into effect, the Transferee Company/ Company – Kamdhenu Limited has allotted shares on 20th July, 2022, to the Shareholders of the Transferor Companies, in the share exchange ratio mentioned in the Scheme of Arrangement.</p> <p>Pursuant to Scheme of Arrangement, 78,04,145 (seventy-eight lakhs four thousand one hundred and forty-five only) equity shares of Rs. 10/- each of the Company held by the Transferor Companies, is extinguished as crossholding. The pre and post number of shares issued in the company remained the same.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	<p>Regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:</p> <p><i>(1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,— (d) acquisition pursuant to a scheme,—</i></p> <p><i>(i) made under section 18 of the Sick Industrial Companies (Special Provisions) Act, 1985 (1 of 1986) or any statutory modification or re-enactment thereto;</i></p> <p><i>(ii) of arrangement involving the target company as a transferor company or as a transferee company, or reconstruction of the target company, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal under any law or regulation, Indian or foreign; or</i></p>	
6.	Whether disclosure of proposed acquisition was required to be made under Regulation 10(5) and if so, — whether disclosure was made and whether it was made within the timeline specified under the regulations. — date of filing with the stock exchange.	Not Applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a)	Name of the transferor / seller		
b)	Date of acquisition		
c)	Number of shares / voting rights in respect of the acquisitions from		

	each person mentioned in 7(a) above				
d)	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	NA		NA	
e)	Price at which shares are proposed to be acquired / actually acquired / actually acquired				
8.	Shareholding details	Pre-Allotment		Post-Allotment	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a)	Each Acquirer / Transferee (*)	As per List Attached as Annexure-A			
b)	Each Seller / Transferor	Not Applicable			

Pre and post allotment of Promoter and Promoter Group of the Company is enclosed as **Annexure-A**.

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**For the Promoters and Promoter Group
Kamdhenu Limited**


Satish Kumar Agarwal
Promoter

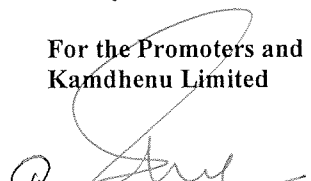
**Date: 21st July, 2022
Place: Gurugram**

Pre-Scheme and Post Scheme of Arrangement Shareholding of the Promoters and the Promoters Group of KAMDHENU LIMITED

SN	Name of the Acquirers	Pre-Scheme Equity	%	Allotment to Acquirers (Promoters & Promoters Group)	Post Scheme Equity	%
1	Sh. Satish Kumar Agarwal	12,81,842	4.76	4,97,975	17,79,817	6.61
2	Smt. Radha Agarwal	5,41,877	2.01	5,17,004	10,58,881	3.93
3	Sh. Saurabh Agarwal	8,26,500	3.07	13,33,814	21,60,314	8.02
4	Sh. Sachin Agarwal	9,23,719	3.43	10,26,425	19,50,144	7.24
5	Smt. Shivani Agarwal	2,55,235	0.95	74,196	3,29,431	1.22
6	Smt. Priyanka Agarwal	2,56,629	0.95	26,757	2,83,386	1.05
7	Saurabh Agarwal & Sons HUF	0	0.00	26,757	26,757	0.10
8	Satish Kumar Agarwal HUF	3,65,900	1.36	2,41,187	6,07,087	2.25
9	Sachin Agarwal (HUF)	0	0.00	26,757	26,757	0.10
10	Sh. Sunil Kumar Agarwal	15,45,292	5.74	11,34,198	26,79,490	9.95
11	Smt. Sarita Agarwal	16,16,950	6.00	9,63,837	25,80,787	9.58
12	Ms. Somya Agarwal	1,44,660	0.54	2,29,739	3,74,399	1.39
13	Smt. Shatul Agarwal	3,37,700	1.25	1,24,371	4,62,071	1.72
14	Sunil Kumar HUF	3,00,280	1.11	54,541	3,54,821	1.32
15	Smt. Ishita Agarwal	2,10,716	0.78	31,680	2,42,396	0.90
16	Ayush Agarwal	90,600	0.34	0	90,600	0.34
17	Ayush Agarwal HUF	50,000	0.19	0	50,000	0.19
18	Smt. Shafali Agarwal	7,63,842	2.84	0	7,63,842	2.84
19	Kamdheni Concast Ltd*	14,28,510	5.30	N.A.	N.A.	N.A.
20	Kamdheni Overseas Ltd*	30,50,000	11.32	N.A.	N.A.	N.A.
21	Kamdheni Paint Industries Ltd*	15,21,801	5.65	N.A.	N.A.	N.A.
22	Kamdheni Infradevelopers Ltd*	6,14,900	2.28	N.A.	N.A.	N.A.
23	Kamdheni Nutrients Pvt Ltd*	6,00,000	2.23	N.A.	N.A.	N.A.
24	Kay2 Steel Ltd*	5,88,934	2.19	N.A.	N.A.	N.A.
	Total	1,73,15,887	64.29	63,09,238	1,58,20,980	58.74

* Companies amalgamated with Kamdhenu Limited pursuant to the Scheme of Arrangement. 78,04,145 shares held by these six Transferor Companies was Cancelled as crossholding pursuant to the Scheme of Arrangement.

For the Promoters and Promoter Group
Kamdheni Limited


Satish Kumar Agarwal
Promoter

Date: 21st July, 2022
Place: Gurugram