



Ref: KL/SEC/2022-23/39

Date: 6th July, 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, 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 Board Meeting held on July 6, 2022, *inter-alia*, considered and approved the appointment of M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E), as the Statutory Auditors of the Kamdhenu Ventures Limited in terms of Section 139(8) of the Companies Act, 2013 and rules made thereunder to fulfil the casual vacancy arised due to the resignation of M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S). Accordingly, M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E) will be holding office up to the date of ensuing Annual General Meeting.

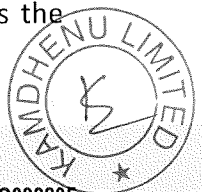
The Board of Directors has also considered and recommended the appointment of M/s M.C. Bhandari & Co., Chartered Accountants (Firm Registration No. 303002E), as the Statutory Auditors of the Kamdhenu Ventures Limited in terms of Section 139(1) of the

KAMDHENU LIMITED

Regd. Off. 2nd Floor, Building No. 9A, DLF
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Website: www.kamdhenulimited.com

CIN: L27101HR1994PLC092205
Phone: 0124 4604500





Companies Act, 2013 for a period of 5 (five) years, from the conclusion of 3rd Annual General Meeting till the conclusion of 8th Annual General Meeting, subject to the approval of the Shareholders of the Kamdhenu Ventures Limited at their ensuing Annual General Meeting.

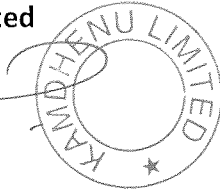
The details with respect to the appointment of Statutory Auditor of the Kamdhenu Ventures Limited as required in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09.09.2015, is enclosed as an **Annexure-A**.

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kamdhenu Limited



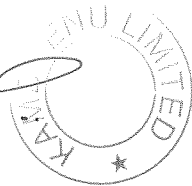
Khem Chand,
Company Secretary & Compliance Officer

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	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;	<p>1) M/s M.C. Bhandari & Co. has been appointed as Statutory Auditors, to fill the casual vacancy caused due to resignation of M/s B S D & Co, Chartered Accountants, subject to the approval of Shareholders in the ensuing 3rd Annual General Meeting (AGM), in terms of Section 139(8) of the Companies Act, 2013 and</p> <p>2) the Board of Directors of Kamdhenu Ventures Limited has also considered and recommended the appointment of M/s M.C. Bhandari & Co., as Statutory Auditors in terms of Section 139(1) of the Companies Act, 2013 for a period of 5 (five) years, subject to the approval of Shareholders of the Company in the ensuing 3rd Annual General Meeting.</p>
3.	Date of appointment/cessation & term of appointment;	<p>1) M/s M.C. Bhandari & Co. has been appointed w.e.f July 6, 2022, as Statutory Auditors and will hold office upto the date of ensuing Annual General Meeting, as they have been appointed to fill the casual vacancy; and</p> <p>2) The Board of Directors of Kamdhenu Ventures Limited has also recommend the appointment M/s M.C. Bhandari & Co. as Statutory Auditors, for a period of 5 years, subject to the approval of Shareholders at ensuing AGM, so as to hold office as such, from the conclusion of ensuing 3rd Annual General Meeting till the conclusion of 8th Annual General Meeting.</p>
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

		<p>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.</p> <p>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.</p>
5.	Disclosure of relationships between directors.	Not Applicable

For Kamdhenu Limited



Khem Chand,
Company Secretary & Compliance Officer