

<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001  <b>BSE Code: 532741</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051  <b>NSE symbol: KAMDHENU</b>
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**Sub.: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to the allotment of shares pursuant to the Scheme of Arrangement**

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 3<sup>rd</sup> June, 2022. The Scheme of Arrangement is effective from 18<sup>th</sup> 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.

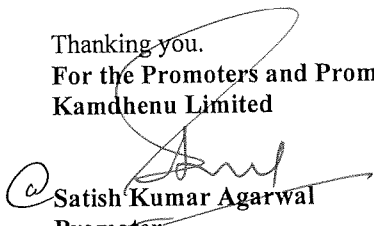
Pursuant to the Scheme of Arrangement, upon the Scheme finally coming into effect, the Transferee Company/ Company – Kamdhenu Limited has allotted 78,04,145 (seventy-eight lakhs four thousand one hundred and forty-five only) equity shares of Rs. 10/- each on 20<sup>th</sup> July, 2022, to the Shareholders 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.

Please find enclosed herewith the disclosure under regulation 29(2) of the SEBI (SAST) Regulations, 2011 upon allotment of shares to the promoter and promoter group of Kamdhenu Limited, pursuant to the Scheme of Arrangement.

Thanking you.

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

  
**Satish Kumar Agarwal**  
**Promoter**

**Date: 21<sup>st</sup> 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

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	<b>KAMDHENU LIMITED</b>		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure – A.		
Whether the acquirer belongs to Promoter/Promoter Group	As per Annexure – A		
Name(s) of the Stock Exchange(s) where the shares of TC are listed	1. BSE Limited (BSE); and 2. National Stock Exchange of India Limited (NSE)		
<b>Details of acquisition / disposal as follows</b>	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition / disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	1,73,15,887	64.29	64.29
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
<b>Total (a+b+c+d)</b>	<b>1,73,15,887</b>	<b>64.29</b>	<b>64.29</b>
<b>Details of acquisition / Sale</b>			
a) Shares carrying voting rights acquired/disposed	(14,94,907)	(5.55)	(5.55)
b) VRs acquired / sold otherwise than by shares			
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired			
d) Shares encumbered/ invoked/ released by the acquirer			
<b>Total (a+b+c+/-d)</b>	<b>(14,94,907)</b>	<b>(5.55)</b>	<b>(5.55)</b>
<b>After the acquisition / disposal, holding of:</b>			
a) Shares carrying voting rights	1,58,20,980	58.74	58.74
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
<b>Total (a+b+c+d)</b>	<b>1,58,20,980</b>	<b>58.74</b>	<b>58.74</b>

Mode of acquisition <del>/sale</del> (e.g. open market/ off-market/ public issue/ right issue/ preferential allotment/ inter-se transfer etc.)	Allotment of Shares pursuant to composite scheme of arrangement
Date of acquisition <del>/sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable</del>	
Equity share capital / total voting capital of the TC before the said acquisition <del>/sale</del>	2,69,35,500 Equity Shares of Rs.10/- each
Equity share capital/ total voting capital of the TC after the said acquisition <del>/sale</del>	2,69,35,500 Equity Shares of Rs.10/- each
Total diluted share/ voting capital of the TC after the said acquisition <del>/sale</del>	2,69,35,500 Equity Shares of Rs.10/- each

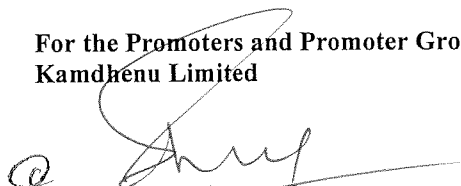
**Note:**

(\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

*Note: Percentage of change in % shareholding is difference between the pre and post Scheme of Arrangement shareholding of the promoters and the promoters group.*

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

  
**Satish Kumar Agarwal**  
**Promoter**

**Date: 21<sup>st</sup> July, 2022**

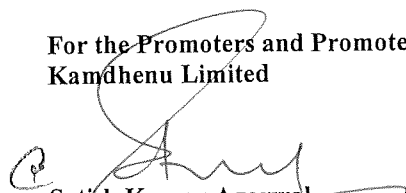
**Place: Gurugram**

**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	Kamdhenu Concast Ltd*	14,28,510	5.30	N.A.	N.A.	N.A.
20	Kamdhenu Overseas Ltd*	30,50,000	11.32	N.A.	N.A.	N.A.
21	Kamdhenu Paint Industries Ltd*	15,21,801	5.65	N.A.	N.A.	N.A.
22	Kamdhenu Infradevelopers Ltd*	6,14,900	2.28	N.A.	N.A.	N.A.
23	Kamdhenu 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.
	<b>Total</b>	<b>1,73,15,887</b>	<b>64.29</b>	<b>63,09,238</b>	<b>1,58,20,980</b>	<b>58.74</b>

\* 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  
Kamdhenu Limited**

  
**Satish Kumar Agarwal**  
Promoter

Date: 21<sup>st</sup> July, 2022  
Place: Gurugram