



Ref: KL/SEC/2022-23/29

Date: 15th June, 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,

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 and pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Schedule III thereto, we wish to inform you that the Board of Directors’ of **KAMDHENU VENTURES LIMITED**, Resulting Company No. - 1 in the Scheme of Arrangement and also currently the Wholly-Owned Subsidiary of the Company, equity shares of which are proposed to be listed on NSE and BSE, at their Board Meeting held on June 14, 2022, *inter-alia*, has considered and approved the following:

- 1) Change in Designation of Shri Saurabh Agarwal (DIN: 00005970) from Non – Executive Director to Managing Director and Key Managerial Personnel, for a period of 3 (three) years effective from June 1, 2022, subject to the approval of Shareholders of Kamdhenu Ventures Limited.
- 2) Re-designation of Shri Sunil Kumar Agarwal (DIN: 00005973), Non-Executive Director as Chairman of the Board and the Company effective from June 1, 2022.

The details with respect to Change in Designation of Director(s), as required to be submitted to the Exchanges, in this regard, in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are enclosed as **Annexure-A**.

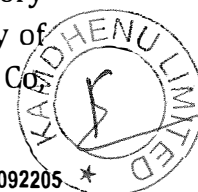
- 3) The Board of Directors of Kamdhenu Ventures Limited has also took note of the resignation of M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S), Statutory Auditor of the Kamdhenu Ventures Limited, who have tendered their resignation w.e.f. June 14, 2022, due to their inability to continue as the Statutory Auditors’ of the Kamdhenu Ventures Limited due to their pre-occupation. A copy of resignation letter is enclosed as **Annexure- B** as received from M/s B S D & Co.

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





Chartered Accountants and the requisite details with respect to Resignation of Statutory Auditor of the Kamdhenu Ventures Limited as required in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, is enclosed as **Annexure-C**.

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kamdhenu Limited



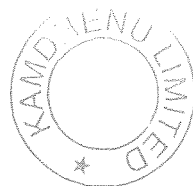
**Khem Chand,
Company Secretary & Compliance Officer**

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 Saurabh Agarwal	Shri Sunil Kumar Agarwal
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Change in designation of Shri Saurabh Agarwal from Non – Executive Director to Managing Director and Key Managerial Personnel of the Company, subject to the approval of Shareholders of Kamdhenu Ventures Limited.	Re-designation of Shri Sunil Kumar Agarwal, Non-Executive Director as Chairman of the Board and the Company
2.	Date of appointment/cessation & term of appointment;	His appointment will be effective from June 1, 2022 and will be for a period of 3 (three) years.	The Re-designation as Chairman of the Board and the Company will be effective from June 1, 2022.
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.	Shri Sunil Kumar Agarwal is amongst the founder members of Kamdhenu Conglomerate, who has taken the Kamdhenu Group to new heights of success and glory. He has been potent force behind the strong and efficient Kamdhenu marketing network that spreads out across the country. He has achieved his B.E. (Chemical) from Harcourt Butler Technical University, Kanpur, having vast experience of over 33 years in steel industry, Shri Sunil Kumar Agarwal has got core expertise in the production and marketing arena and has also played vital role in scripting the success story of Kamdhenu Group.
4.	Disclosure of relationships between directors.	Shri Saurabh Agarwal is a brother of Shri Sachin Agarwal and also related to Shri Sunil Kumar Agarwal.	Shri Sunil Kumar Agarwal is related to Shri Saurabh Agarwal and Shri Sachin Agarwal.

For Kamdhenu Limited

**Khem Chand,
Company Secretary & Compliance Officer**


B S D & Co.

Chartered Accountants

Branch Office Delhi : 810, 8th floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi-110001(Delhi)
Tel. : 011-43029888, E-mail : delhi@bsdgroup.in • Website : www.bsdgroup.in

The Board of Directors

Kamdhenu Ventures Ltd

CIN: U51909HR2019PLC089207

2nd Floor, Tower A, Building No. 9, DLF Cyber City,
Phase III, Gurgaon - 122002.

Subject: Resignation as Statutory Auditors of Kamdhenu Ventures Ltd.

Dear Sir,

Due to preoccupation, we will not be able to continue as Statutory Auditors of the Company. Therefore, we hereby tender our resignation as Statutory Auditors of the Company with immediate effect. Please do the needful at your end. As on date we do not have any outstanding dues.

Thanking you,

Yours' Truly,

For B S D & Co.

Chartered Accountants

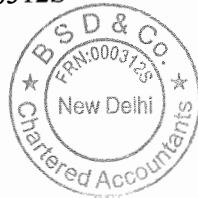
Firm Registration No.: 000312S



(Surendra Khinvasra)

Partner

Mem. No.: 070804



Place: Delhi

Date: 14.06.2022

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	Resignation
1.	Name of the Company	Kamdhenu Ventures Limited (Wholly Owned Subsidiary of Kamdhenu Limited)
2.	Name of the Statutory Auditor	M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S),
3.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Resignation. Reason as stated in the Resignation Letter dated June 14, 2022 (enclosed as Annexure-B)
4.	Date of appointment/cessation & term of appointment;	Resignation as Statutory Auditor with effect from June 14, 2022
5.	Brief Profile;	Not Applicable
6.	Disclosure of relationships between directors.	Not Applicable

For Kamdhenu Limited




**Khem Chand,
Company Secretary & Compliance Officer**