



Ref: KL/SEC/2022-23/15

Date: 30th May, 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

Sub: Change in Directorship of the Company.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Schedule III of the Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015.

Dear Sir/Madam,

We wish to inform that, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of Kamdhenu Limited (“the Company”) has, *inter-alia*, considered and approved the following items in their meeting held on today i.e Monday, 30th May, 2022:

1. Re-appointment of Shri Satish Kumar Agarwal (DIN: 00005981) as “Chairman and Managing Director” of the Company.

The Board of Directors of the Company took note that the present term of Shri Satish Kumar Agarwal as Chairman & Managing Director will be expiring on 31st March, 2023. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of Shri Satish Kumar Agarwal as Chairman & Managing Director of the Company, liable to retire by rotation, at a monthly remuneration not exceeding Rs. 25,00,000/-, for a period of three years with effect from 01st April, 2023 to 31st March, 2026, subject to the approval of shareholders of the company at their ensuing Annual General Meeting. Further, in terms of Section 196 of Companies Act, 2013, and subject to the approval of shareholders of the company, the Board of Directors have accorded their consent for continuation of Shri Satish Kumar Agarwal who has attained the age of 72 years, as Chairman & Managing Director of the company.

2. Re-appointment of Shri Sunil Kumar Agarwal (DIN: 00005973) as “Whole Time Director” of the Company.

The Board of Directors of the Company took note that the present term of Shri Sunil Kumar Agarwal will be expiring on 31st March, 2023. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has




approved the re-appointment of Shri Sunil Kumar Agarwal as Whole Time Director of the Company, liable to retire by rotation, at a monthly remuneration not exceeding Rs. 25,00,000/-, for a period of three years with effect from 01st April, 2023 to 31st March, 2026, subject to the approval of shareholders of the company at their ensuing Annual General Meeting.

3. Re-appointment of Shri Sachin Agarwal (DIN: 01188710) as "Whole - time Director" of the Company.

The Board of Directors of the Company took note that the present term of Shri Sachin Agarwal will be expiring on 31st March, 2023. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of Shri Sachin Agarwal as Whole Time Director, liable to retire by rotation, at a monthly remuneration not exceeding Rs. 25,00,000/-, for a period of three years with effect from 01st April, 2023 to 31st March, 2026, subject to the approval of shareholders of the company at their ensuing Annual General Meeting.

4. Re-designation of Shri Saurabh Agarwal (DIN: 00005970) as Non-Executive and Non – Independent Director of the Company.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has accorded their consent and approved to re-designate Shri Saurabh Agarwal as Non- Executive and Non – Independent Director of the Company, liable to retire by rotation, with effect from 01st June, 2022, subject to the approval of shareholders of the company at their ensuing Annual General Meeting.

5. Re-appointment of Shri Madhusudan Agarwal (DIN: 00338537) as an Independent Director of the Company.

The Board of Directors of the Company took note that the present term of Shri Madhusudan Agarwal will be expiring on 21st May, 2023. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of Shri Madhusudan Agarwal as Independent Director in the category of Non – Executive Director of the company, for the second term of 5 consecutive years w.e.f 22nd May, 2023 to 21st May, 2028, subject to the approval of shareholders of the company at their ensuing Annual General Meeting.

6. Appointment of Smt. Pravin Tripathi (DIN: 06913463) as Additional Director in the category of Independent Director of the Company.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the appointment of Smt. Pravin Tripathi as an Additional Director in the category of Independent Director of the company, for a term of

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5 years w.e.f 30th May, 2022, and subject to the approval of shareholders of the company at their ensuing Annual General Meeting. Further, pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) 2015 and upon recommendation of Nomination and Remuneration Committee, subject to the approval of Shareholders of the company at their ensuing Annual General Meeting, the Board of Directors of the company has approved the continuation of Smt. Pravin Tripathi as Independent Director who shall be attaining the age of 75 years during her tenure as Independent Director of the Company.

Further, the Board also noted that none of the Directors are debarred by virtue of any order of SEBI or any other statutory authority from holding office of director of the company.

Disclosures required pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015 is enclosed as **Annexure – I**.

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kamdhenu Limited


Khem Chand,
Company Secretary & Compliance Officer

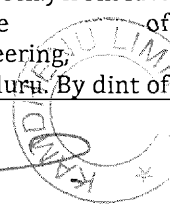


Encl.: as above.

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 Satish Kumar Agarwal | Shri Sunil Kumar Agarwal | Shri Sachin Agarwal | Shri Saurabh Agarwal | Shri Madhusudan Agarwal | Smt. Pravin Tripathi |
|------|---|--|---|--|--|--|---|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise; | Re-appointment: The present term of Shri Satish Kumar Agarwal will be expiring on 31 st March, 2023. He is re-appointed for a further period of 3 years w.e.f 01.04.2023 to 31.03.2026. | Re-appointment: The present term of Shri Sunil Kumar Agarwal will be expiring on 31 st March, 2023. He is re-appointed for a further period of 3 years w.e.f 01.04.2023 to 31.03.2026. | Re-appointment: The present term of Shri Sachin Agarwal will be expiring on 31 st March, 2023. He is re-appointed for a further period of 3 years w.e.f 01.04.2023 to 31.03.2026. | Re-designation: Shri Saurabh Agarwal is re-designated as Non-executive & Non-Independent Director of the company w.e.f 01.06.2022. | Re-appointment: The present term of Shri Madhusudan Agarwal will be expiring on 21 st May, 2023. He is re-appointed for a second term of 5 consecutive years w.e.f 22.05.2023. | Appointment: Smt. Pravin Tripathi is appointed as Additional Director in the category of Independent Director of the Company w.e.f 30.05.2022. |
| 2. | Date of appointment/cessation & term of appointment; | Term of 3 year from 01 st April, 2023 to 31 st March, 2026. | Term of 3 year from 01 st April, 2023 to 31 st March, 2026. | Term of 3 year from 01 st April, 2023 to 31 st March, 2026. | Re-designated w.e.f 1 st June, 2022. | Term of 5 years from 22 nd May, 2023 to 21 st May, 2028. | Term of 5 years from 30 th May, 2022 to 29 th May, 2027. |
| 3. | Brief Profile; | Shri Satish Kumar Agarwal, Gold Medalist in B.E. (Mech.) from Banaras Hindu University is the founder of Kamdhenu Limited. He has extensive industrial experience of 50 years and has played pivotal role in the success of the Kamdhenu Limited. In the year 1994, he founded the Kamdhenu Limited with a single unit for manufacturing of HSD | Shri Sunil Kumar Agarwal is amongst the founder members of Kamdhenu Limited, who is taking the company 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, | Shri Sachin Agarwal is BE in Industrial Engineering from R.V. College of Engineering, Bangaluru and thereafter collected MBA degree in International Management from UK. He joined Kamdhenu Limited in 2002. Shri Sachin Agarwal is a young and vibrant face of the company's management and | Shri Saurabh Agarwal is a dynamic entrepreneur having technical expertise in plant operations. Shri Saurabh Agarwal has been in association with Kamdhenu Limited since 1998, after completing B.E.(Mech.) from R.V. College of Engineering, Bengaluru. By dint of | 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, | Smt. Pravin Tripathi is a former Indian Audit & Accounts Service (IA&AS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of |

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| | | Bars at Bhiwadi (Rajasthan). Under his guidance and leadership, the company has introduced the franchisee business model, which proved to be a resounding success. Shri Satish Kumar Agarwal has received several accolades in recognition of his leadership skills and rapid business growth from various organizations. | 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 played vital role in scripting the success story of Kamdhenu Limited. | responsible for the technological advancement of the manufacturing units bringing about international quality standards of the products to the Kamdhenu Limited. He was instrumental in strategic tie-up with Centre de Recherches Metallurgiques (CRM) Belgium, for adoption of TEMPCORE technology in the manufacturing unit at Bhiwadi. | his hard work and extraordinary innovative wisdom, he has made rapid growth within the company by earning the position of Whole Time Director and since then, he has been a mentor to the Kamdhenu Limited. He has been instrumental in diversifying into paints business with a state-of-the-art manufacturing unit in Chopanki, Rajasthan in year 2007. The company takes pride in being one of the largest manufacturer of decorative paints having Pan India presence. | 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. | India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others. |
| 4. | Disclosure of relationships between directors. | Shri Satish Kumar Agarwal is brother of Shri Sunil Kumar Agarwal and father of Shri Saurabh Agarwal and Shri Sachin Agarwal. | Shri Sunil Kumar Agarwal is brother of Shri Satish Kumar Agarwal and is also related to Shri Saurabh Agarwal and Shri Sachin Agarwal. | Shri Sachin Agarwal is son of Shri Satish Kumar Agarwal, and brother of Shri Saurabh Agarwal and also related to Shri Sunil Kumar Agarwal. | Shri Saurabh Agarwal is son of Shri Satish Kumar Agarwal, and brother of Shri Sachin Agarwal and also related to Shri Sunil Kumar Agarwal. | Not related to any other director. | Not related to any other director. |

For Kamdhenu Limited


Khem Chand

Company Secretary & Compliance Officer

