

25th September, 2021

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051.

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Security Code: KAMDHENU

Security Code: 532741

Sub: Summary of proceedings of the Hon'ble National Company Law Tribunal, Chandigarh Bench (NCLT) convened meeting of Equity Shareholders, Secured Creditors and Un-secured Creditors of Kamdhenu Limited.

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Dear Sir/ Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed a summary of the proceedings of Equity Shareholders, Secured Creditors and Unsecured Creditors Meeting of Kamdhenu Limited convened as per Order of the Hon'ble NCLT, held on Saturday, 25th September, 2021;

- i. NCLT convened Meeting of Equity Shareholders at 10.00 a.m. (**Annexure-A**)
- ii. NCLT convened Meeting of Secured Creditors at 1.00 p.m. (**Annexure-B**)
- iii. NCLT convened Meeting of Unsecured Creditors at 3:00 p.m. (**Annexure-C**)

We request you to kindly take the same on record.

Thanking You,

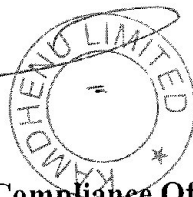
Yours Faithfully,

For Kamdhenu Limited



Khem Chand

Company Secretary & Compliance Officer



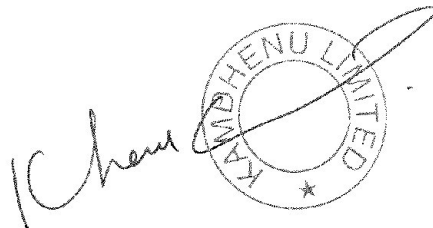
Encl: As above

ANNEXURE-A

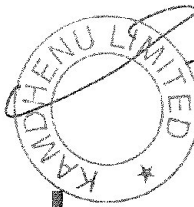
SUMMARY OF THE PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF KAMDHENU LIMITED HELD PURSUANT TO ORDER DATED 4TH AUGUST, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ON SATURDAY 25TH SEPTEMBER, 2021 THROUGH VIDEOCONFRENCING (VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED STARTED FROM 10:00 A.M. AND CONCLUDED AT 11:25 A.M.

In compliance with the Order dated 4th August, 2021 of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"), in Company Application CA (CAA) No. 12/Chd/Hry/2021 and as per applicable procedure mentioned in General Circular No.14/2020 dated 8th April 2020 read with General Circular No. 17 /2020 dated 13th April 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI") as amended, the Meeting of Equity Shareholders of Kamdhenu Limited ("Meeting") was duly convened and held on Saturday, the 25th September, 2021, through Videoconferencing/ Other Audio Visual Means ("VC/OAVM"), for the purpose of considering, 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, and the irrespective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

1. A total 95 Members attended the Meeting as per the records of the attendance.



2. The Chairman of the meeting ensured that the quorum of the meeting was not present at 10:00 a.m. and the meeting was adjourned for thirty minutes. Thereafter, at 10:30 AM, the Chairman confirmed that the requisite quorum was present and proceeded with the Meeting.
3. The Chairperson of the Meeting called the meeting to order, as requisite quorum was present.
4. The Chairperson of the Meeting informed that the Meeting has been convened pursuant to Order dated 4th August, 2021 of the Hon'ble NCLT, Chandigarh bench, for the purpose of considering the proposed 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 and their respective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").
5. The Notice of Meeting of the Equity Shareholders dated 9th August, 2021, convening the Meeting, as circulated to the Members, was taken as read.
6. The Chairperson of the Meeting informed that the facility to cast vote via remote e-voting was provided to Members from 21st September, 2021, (9:00 am IST) to 24th September, 2021 (5:00 p.m. 1ST). E-voting facility is available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there will be facility of e-voting at the e-voting platform of the NSDL, for all those Members who participated in the Meeting but have not cast their votes by availing the remote e-voting facility.
7. The Chairperson of the Meeting further informed the Members that Ms. Komal Preet Kaur, Practising Company Secretary, was appointed as Scrutinizer by the Hon'ble NCLT for scrutinising the remote e-voting and also for the votes which may be cast electronically by the Members at the end of the Meeting.

K. Chaur


8. The Chairperson of the Meeting invited the Members who have registered themselves as Speakers and were attending the said Meeting through VC/ OAVM facility, to put forward their queries, clarifications or suggestions, if any, on the Agenda Item, as contained in the Notice. Thereafter, Mr. Khem Chand, Company Secretary, invited one by one the members who have registered themselves as Speaker. As advised by Chairperson, Mr. Satish Kumar Agarwal, Chairman & Managing Director have satisfactorily replied to the queries of the Members.

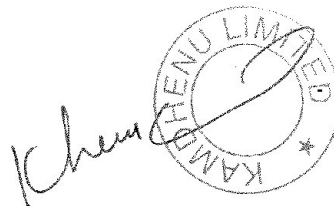
9. Thereafter, the following business as set out in the Notice dated 9th August, 2021 for the Meeting of the Equity Shareholders of the Company, was transacted:

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 and their respective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").

10. Thereafter, the Chairperson of the Meeting invited Members present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.

11. The Chairman informed the Members that the results would be declared after considering the e-voting during the Meeting and the remote e-voting which already been done. The results would be submitted to the Stock Exchanges within 2 working days of the conclusion of the Meeting and would be placed on the website of the Company.

12. The e-voting facility was kept open for the next 20 minutes to enable the Members to cast their votes. Mr. Harish Kumar Agarwal, Chief Financial Officer of the Company, gave a heartiest vote of thanks to the Chairman, Alternate Chairperson and Meeting concluded thereafter.

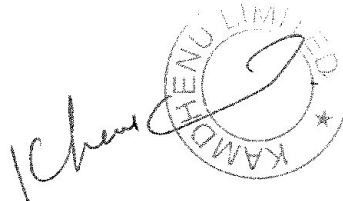


ANNEXURE-B

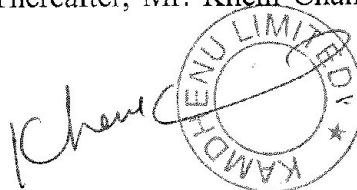
SUMMARY OF THE PROCEEDINGS OF THE MEETING OF SECURED CREDITORS OF KAMDHENU LIMITED HELD PURSUANT TO ORDER DATED 4TH AUGUST, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ON SATURDAY 25TH SEPTEMBER, 2021 THROUGH VIDEO CONFRENCING (VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED STARTED FROM 1:00 P.M. AND CONCLUDED AT 1:25 P.M.

In compliance with the Order dated 4th August, 2021 of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"), in Company Application CA (CAA) No. 12/Chd/Hry/2021 and as per applicable procedure mentioned in General Circular No.14/2020 dated 8th April 2020 read with General Circular No. 17 /2020 dated 13th April 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI") as amended, the Meeting of Secured Creditors of Kamdhenu Limited ("Meeting") was duly convened and held on Saturday, the 25th September, 2021, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), for the purpose of considering, 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, and the irrespective shareholders, secured creditors and unsecured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

1. A total 2 Secured Creditors attended the Meeting as per the records of the attendance.



2. The Chairperson of the Meeting ascertained that the requisite quorum was present and called the meeting to order.
3. The Chairperson of the Meeting informed that the Meeting has been convened pursuant to Order dated 4th August, 2021 of the Hon'ble NCLT, Chandigarh bench, for the purpose of considering the proposed 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 and their respective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").
4. The Notice of Meeting of the Secured Creditors dated 9th August, 2021, convening the Meeting, as circulated to the Secured Creditors, was taken as read.
5. The Chairperson of the Meeting informed that the facility to cast vote via remote e-voting was provided to Secured Creditors from 21st September, 2021, (9:00 am IST) to 24th September, 2021 (5:00 p.m. 1ST). E-voting facility is available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there will be facility of e-voting at the e-voting platform of the NSDL, for all those Secured Creditors who participated in the Meeting but have not cast their votes by availing the remote e-voting facility.
6. The Chairperson of the Meeting further informed the Secured Creditors that Ms. Komal Preet Kaur, Practising Company Secretary, was appointed as Scrutinizer by the Hon'ble NCLT for scrutinising the remote e-voting and also for the votes which may be cast electronically by the Secured Creditors at the end of the Meeting.
7. The Chairperson of the Meeting invited the Secured Creditors who have registered themselves as Speakers and were attending the said Meeting through VC/ OAVM facility, to put forward their queries, clarifications or suggestions, if any, on the Agenda Item, as contained in the Notice. Thereafter, Mr. Khem Chand, Company Secretary &

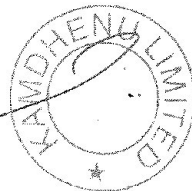



Compliance Officer, informed that the secured creditors did not put any queries, clarifications or suggestions on the scheme.

8. Thereafter, the following business as set out in the Notice dated 9th August, 2021 for the Meeting of the Secured Creditors of the Company, was transacted:

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 and their respective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").

9. Thereafter, the Chairperson of the Meeting invited secured creditors present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.
10. The Chairman informed the Secured Creditors that the results would be declared after considering the e-voting during the Meeting and the remote e-voting which already been done. The results would be submitted to the Stock Exchanges within 2 working days of the conclusion of the Meeting and would be placed on the website of the Company.
11. Mr. Khem Chand, Company Secretary, informed the Chairman that the present Secured Creditors have already cast their votes, as confirmed by the Secured Creditors. Thereafter no further e-voting was directed by the Chairman to open during the Meeting.
12. Mr. Harish Kumar Agarwal, Chief Financial Officer of the Company, gave a heartiest vote of thanks to the Chairman, Alternate Chairperson and Meeting concluded thereafter.



ANNEXURE-C

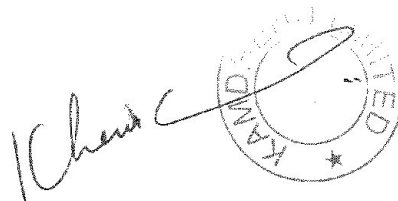
SUMMARY OF THE PROCEEDINGS OF THE MEETING OF UNSECURED CREDITORS OF KAMDHENU LIMITED HELD PURSUANT TO ORDER DATED 4TH AUGUST, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ON SATURDAY 25TH SEPTEMBER, 2021 THROUGH VIDEO CONFRENCING (VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED STARTED FROM 3:00 P.M. AND CONCLUDED AT 3:56 P.M.

In compliance with the Order dated 4th August, 2021 of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"), in Company Application CA (CAA) No. 12/Chd/Hry/2021 and as per applicable procedure mentioned in General Circular No.14/2020 dated 8th April 2020 read with General Circular No. 17 /2020 dated 13th April 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI") as amended, the Meeting of Unsecured Creditors of Kamdhenu Limited ("Meeting") was duly convened and held on Saturday, the 25th September, 2021, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), for the purpose of considering, 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, and the irrespective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

1. A total 326 Unsecured Creditors attended the Meeting as per the records of the attendance.
2. The Chairman of the meeting ensured that the quorum of the meeting was not present at 3:00 p.m. and the meeting was adjourned for thirty minutes. Thereafter, at 3:30 pm, the

Chairman confirmed that the requisite quorum was present and proceeded with the Meeting.

3. The Chairperson of the Meeting ascertained that the requisite quorum was present and called the meeting to order.
4. The Chairperson of the Meeting informed that the Meeting has been convened pursuant to Order dated 4th August, 2021 of the Hon'ble NCLT, Chandigarh bench, for the purpose of considering the proposed 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 and their respective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").
5. The Notice of Meeting of the Unsecured Creditors dated 9th August, 2021, convening the Meeting, as circulated to the Unsecured Creditors, was taken as read.
6. The Chairperson of the Meeting informed that the facility to cast vote via remote e-voting was provided to Unsecured Creditors from 21st September, 2021, (9:00 am IST) to 24th September, 2021 (5:00 p.m. 1ST). E-voting facility is available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there will be facility of e-voting at the e-voting platform of the NSDL, for all those Unsecured Creditors who participated in the Meeting but have not cast their votes by availing the remote e-voting facility.
7. The Chairperson of the Meeting further informed the Unsecured Creditors that Ms.Komal Preet Kaur, Practising Company Secretary, was appointed as Scrutinizer by the Hon'ble NCLT for scrutinising the remote e-voting and also for the votes which may be cast electronically by the Unsecured Creditors at the end of the Meeting.



8. The Chairperson of the Meeting invited the Unsecured Creditors who have registered themselves as Speakers and were attending the said Meeting through VC/ OAVM facility, to put forward their queries, clarifications or suggestions, if any, on the Agenda Item, as contained in the Notice. Thereafter, Mr. Khem Chand, Company Secretary & Compliance Officer, informed that the unsecured creditors did not put any queries, clarifications or suggestions on the scheme.
9. Thereafter, the following business as set out in the Notice dated 9th August, 2021 for the Meeting of the Unsecured Creditors of the Company, was transacted:

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 and their respective shareholders, secured creditors and un-secured creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act").

10. Thereafter, the Chairperson of the Meeting invited Unsecured Creditors present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.
11. The Chairman informed the Unsecured Creditors that the results would be declared after considering the e-voting during the Meeting and the remote e-voting which already been done. The results would be submitted to the Stock Exchanges within 2 working days of the conclusion of the Meeting and would be placed on the website of the Company.
13. The e-voting facility was kept open for the next 15 minutes to enable the Unsecured Creditors to cast their votes. Mr. Harish Kumar Agarwal, Chief Financial Officer of the Company, gave a heartiest vote of thanks to the Chairman, Alternate Chairperson and Meeting concluded thereafter.

