



KAMDHENU LIMITED

CIN: L27101RJ1994PLC067034

Registered Office: A-1112 & A-1114, RIICO Industrial Area, Phase-III, Bhiwadi, Alwar, Rajasthan - 301019
Phone: 01493-666907-8, E-mail: kamdhenu@kamdhenulimited.com | Website: www.kamdhenulimited.com

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Sixth (26th) Annual General Meeting ("AGM") of the members of Kamdhenu Limited will be held on Monday, the 28th September, 2020 at 10:00 A.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):-

ORDINARY BUSINESS

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2020, and the reports of the Board of Directors and Auditors' thereon.**

"**RESOLVED THAT** the Audited Financial Statements (Standalone and Consolidated) of the Company comprising of Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statements, for the financial year ended 31st March, 2020, together with the notes thereto, and the report of the Board of Directors and Auditors' thereon be and are hereby received, considered and adopted."

- 2. To approve and declare a dividend of Re. 0.50 per Equity Share (i.e. @ 5%) having face value of ₹ 10/- each fully paid up for the Financial Year ended 31st March, 2020.**

"**RESOLVED THAT** the final dividend of **Re. 0.50** per Equity Share (i.e. @5%) of face value ₹ 10/- each fully paid up for the Financial Year 2019-20, as recommended by the Board of Directors, be and is hereby approved and declared."

- 3. To re-appoint Mr. Satish Kumar Agarwal (DIN: 00005981), who retires by rotation at the 26th Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any,

of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Satish Kumar Agarwal (DIN:00005981), who retires by rotation at the 26th AGM and being eligible and offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

- 4. To re-appoint Mr. Sunil Kumar Agarwal (DIN:00005973) as Director, who retires by rotation at the 26th Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sunil Kumar Agarwal, (DIN: 00005973), who retires by rotation at the 26th AGM and being eligible and offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

- 5. To ratify and approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of ₹ 50,000/- plus taxes as applicable and reimbursement of out of pocket expenses at actuals, if any payable to M/s K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), Cost Auditor of the Company, who were



appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules,

2015 on the recommendation of Audit Committee, for the financial year 2020-21, be and is hereby ratified and approved.

BY ORDER OF THE BOARD OF DIRECTORS OF KAMDHENU LIMITED
For Kamdhenu Limited

(Jogeswar Mohanty)

Company Secretary

Membership ACS: 23247

Date: 29th June, 2020

Place: Gurgaon

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts relating to the Special Business stated under Item No.5 of the Notice to be transacted at the Annual General Meeting is annexed hereto and forms part of this Notice. The relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors re-appointment at the 26th AGM are also annexed as Annexure A.
2. In view of massive outbreak and extraordinary circumstances due to COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI circular dated 12th May, 2020 permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the 26th AGM shall be considered as the Registered Office of the Company situated at A-1112 & A-1114, RIICO Industrial Area, Phase-III,

Bhiwadi, Alwar, Rajasthan - 301019. In view of relaxation given vide MCA Circulars and SEBI Circular dated 12th May, 2020, the Annual Report for the financial year 2019-20 including but not limited to Audited Financial Statements, Auditor's report, Board's Report and Notice of 26th Annual General Meeting, instructions for remote e-voting and e-voting (collectively referred as "electronic voting"), is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/ depository participants (DPs)/ Company's Registrar and Transfer Agent (RTA). Members may note that the Annual Report and Notice of the 26th Annual General Meeting and other related documents will also be available on the website of the Company www.kamdhenulimited.com under the Investor Relations Section, website of the RTA M/s Kfin Technologies Private Limited at www.kfintechnologies.com and also on the website of the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

3. It is being informed that physical presence of the members have been dispensed with for attending the meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Corporate Members intending to send their authorised representative(s) under Section 113 of the Companies Act, 2013 are requested to send a duly certified scanned copy (JPG / PDF Format) of the Board Resolution authorising their representatives to attend and participate at the electronic voting at kamdhenu@kamdhenulimited.com before electronic voting/ attending AGM.

5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Kfin Technologies Private Limited (Formerly Karvy Fintech Private Limited) ("RTA") having their office at Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:

- i) Any change or update in their postal/ mailing address;
- ii) Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company;
- iii) Members who hold shares in physical form in multiple folios in identical names are requested to send all share certificates for consolidation into single folio.

Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.

7. Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, effective from 1st April, 2019, any request for transfer of shares held in physical form shall not be processed, except in case of transmission or transposition of shares or in case of transfer deed(s) once lodged with the Company prior to 1st April, 2019 and returned/rejected due to deficiency in the documents. Thus, the Members holding shares in physical form are requested to dematerialise their shareholding, as the shares of the Company are under compulsory demat trading.

8. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e. from 22nd September, 2020 to 28th September, 2020 (both days inclusive).

9. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting shall subject to deduction of tax at source and will be paid on or before the 30th day from the date of declaration to below mentioned members:

- a. Whose names appear as Beneficial Owners as at the end of the business hours on 21st September, 2020 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b. Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 21st September, 2020.
- c. Members wishing to claim dividend, which has remained unclaimed are requested to contact Company's RTA. They are also requested to note that the amount of dividend not claimed within 7 years from the date of declaration, will as per Section 125 of the Companies Act, 2013 and the rules made thereunder, be transferred to Investor Education and Protection Fund along with the transfer of shares in case any dividend has not been encashed by the Members on such shares during the last seven years to the designated suspense account as prescribed by the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within

the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

Members may visit the Company's website www.kamdhenulimited.com for tracking details of any unclaimed/ unpaid dividend.

10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at kamdhenu@kamdhenulimited.com.
11. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in, to Kfin Technologies Private Limited having their office at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant. Nomination form enclosed herewith.
12. In case the dividend declared at AGM could not be paid due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant, cheque to such shareholder by post upon normalisation of the postal services.
13. To enable direct credit of the dividend amount into the Bank Account as per the Securities and Exchange Board of India circular dated 21st March, 2013, the Members are requested to update with their Depository Participant, the active Bank Account details (including

9 digit MICR Code and 11 digit IFSC Code), in case the holding is in dematerialised mode. In case the shares are held in physical mode, the said details may be communicated to the Registrar and Share Transfer Agents, by quoting the Reference Folio No., and attaching a photocopy of the cheque leaf of the active Bank Account alongwith a self-attested copy of the PAN card.

14. Members are requested to:
 - a. Intimate to the Company's Registrar and Transfer Agents, Kfin Technologies Private Limited at the above mentioned address of RTA, changes, if any, in their registered addresses (including e-mail ID)/ bank mandates at an early date, in case of shares held in physical form;
 - b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses (including e-mail ID) /bank mandates at an early date, in case of shares held in electronic/ dematerialised form;
 - c. Quote their folio numbers/Client ID and DP ID in all correspondence;
 - d. Consolidate their holdings in to one folio in case they hold shares under multiple folios in the identical order of names.
15. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participants in case of Shares held in dematerialised form or with KFin Technologies Private Limited in case of Shares held in physical form.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members

during the AGM. All documents referred to in the Notice and certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 will also be available for electronic inspection without any fee by the members upto the date AGM. Members seeking to inspect such documents are requested to send an email to kamdhenu@kamdhenulimited.com in advance.

18. At the twenty- third (23rd) AGM held on 29th September, 2017 the Members approved appointment of M/s B S D & Co, Chartered Accountants, (ICAI Firm Registration No. 000312S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-eighth (28th) AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. However, the requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-sixth (26th) AGM.
19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote and the dividend will be paid in the name of such first holder in the order of names.
20. Members who would like to express their views/ask questions before the meeting may send a mail at Company's email address from their registered email id with the Company or RTA mentioning their views/questions along with their full name, demat account number/folio number, registered email id, mobile number and such other details as may be deemed fit by 26th September, 2020. The views/questions of those shareholders will only be taken up who has mailed it to the Company within prescribed time and will be replied suitably.
21. Due Dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2011-12 and thereafter, are as under:

Financial Year ended	Declaration date	Due date
31st March, 2015	29th September, 2015	28th September, 2022
31st March, 2016	27th September, 2016	26th September, 2023
31st March, 2017	29th September, 2017	28th September, 2024
31st March, 2018	24th September, 2018	23rd September, 2025
31st March, 2019	30th September, 2019	29th September, 2026

E-VOTING INSTRUCTIONS

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting scheduled to be held on Monday, 28th September, 2020 through Video Conferencing (VC).
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the Annual General Meeting through VC and participate thereat and cast their votes through e-voting.
3. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons

of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

4. The attendance of the Members attending the Annual General Meeting through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as venue of voting on the date of the Annual General Meeting will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at www.kamdhenulimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Annual General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Annual General Meeting has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 25th September, 2020 at 09:00 A.M. and ends on 27th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company As the EVEN is 114259, if the folio number is 001*** then user ID is 114259001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote,

to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kamdhenulimited.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kamdhenulimited.com.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions on or before 25th September, 2020 mentioning their name demat account number/folio number, email id, mobile number at kamdhenu@kamdhenulimited.com. The same will be replied by the Company suitably.
6. The Scrutinizer shall after the conclusion of electronic voting at the AGM, will unblock the votes casted through remote e-voting and through electronic voting at the AGM in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or to any Director or any person authorized by the Chairman, within a period of not exceeding 48 hours from the conclusion of the Meeting, who shall countersign the same and declare the results of the voting forthwith.

BY ORDER OF THE BOARD OF DIRECTORS OF KAMDHENU LIMITED
For Kamdhenu Limited

(Jogeswar Mohanty)

Company Secretary

Membership.No.ACS23247

Date: 29th June, 2020

Place: Gurgaon

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO.5

The Board of Directors in its meeting held on 29th June, 2020, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 for an audit fees of ₹ 50,000/- (Rupees fifty thousand only) plus taxes as applicable, and reimbursement of out of pocket expenses at actuals, if any. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified and approved by the shareholders of the Company at the Annual General Meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification and approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

Copies of all documents referred to in the Explanatory Statement will be available electronically

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 except to the extent of their shareholding in the Company.

Annexure A

THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE ORDINARY BUSINESS MENTIONED IN THE ITEM NO 3 AND 4 OF THE ACCOMPANYING NOTICE:

DETAILED INFORMATION RELATING TO DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AS PER THE COMPANIES ACT 2013, SECRETARIAL STANDARD 2 ON GENERAL MEETING AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Sr. No	Particulars	Satish Kumar Agarwal	Sunil Kumar Agarwal
1.	DIN	00005981	00005973
2.	Age	71 Years	63 Years
3.	Qualification	B.E. (Mechanical)	B.E (Chemical)
4.	Experience	He has over 49 years of rich experience in Production, marketing, administration and had been overall in-charge of the various companies before incorporating Kamdhenu Limited in the year 1994 to manufacture CTD / TMT Bars in Bhiwadi (Raj). He is playing pivotal role in growth story of the Company from inception.	He has over 34 years of rich experience in the management and business development in steel industry. Presently heading the marketing and business development department of the Company and implementing asset light model of business development through franchisee network achieving path breaking success for the Company.
5.	Nature of expertise	He has expertise in almost all operational and management issues in Construction material industry having rich experience of about 5 decades in the industry.	He has expertise in implementing the growth plans of the Company, specially insuring brand reputation and penetration throughout the Country, establishing marketing network and overall business development of the Company

Sr. No	Particulars	Satish Kumar Agarwal	Sunil Kumar Agarwal
6.	Brief Resume	Mr. Satish Kumar Agarwal, aged 71 years, is founder and Promoter Director of the Company. He holds a degree in B.E.(Mech.) (Gold Medalist) from Banaras Hindu University. He started his career in the year 1970 and has over 49 years of rich experience in various companies before incorporating Kamdhenu Limited. He is the Managing Director of the Company since its incorporation and under his guidance the Company has grown manifold.	The job of the Whole Time Director shall be to carry out functions of planning, promoting, organising, directing and coordinating the franchisee business of the company. His functions shall be to explore the opportunities of identifying potential units to be associated with the Company under franchisee arrangement, implement the strategies of the Company to enhance the performance in franchisee business, protect and promote the brand of the Company in the market and overall business development of the Company.
7.	Terms and Conditions of Appointment.	As per the resolution passed by the Shareholders in the 25th Annual General Meeting held on 30th September, 2019 and postal ballot dated 18th March, 2020.	As per the resolution passed by the Shareholders in the 25th Annual General Meeting held on 30th September, 2019.
8.	Remuneration to be paid	₹ 12,50,000 per Month	₹ 12,25,000 per Month
9.	Remuneration last drawn	₹ 12,50,000 per Month	₹ 12,25,000 per Month
10.	Date of First Appointment on the Board	12.09.1994	01.01.2003
11.	Shareholding in the Company	1281842 equity shares	1545292 equity shares
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. Sunil Kumar Agarwal, Father of Mr. Saurabh Agarwal and Mr. Sachin Agarwal.	Brother of Mr. Satish Kumar Agarwal.
13.	Number of Meetings of the Board attended during the year	4	3

Sr. No	Particulars	Satish Kumar Agarwal	Sunil Kumar Agarwal
14.	Directorship held in other Companies in India	Kamdhenu Overseas Limited Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited	Kamdhenu Paint Industries Limited Kamdhenu Paints India Limited Kamdhenu Concast Limited Kamdhenu Ispat Limited Kamdhenu Metallic Industries Limited Kamdhenu Colour and Coatings Limited KAY2 Steel Limited Kamdhenu Ventures Limited Kamdhenu Infradevelopers Limited Kamdhenu Global Alliance Limited Kamdhenu Jeevandhara Foundation
15.	Membership/ Chairmanship of Committees of Boards of other Companies.	NIL	NIL

BY ORDER OF THE BOARD OF DIRECTORS OF KAMDHENU LIMITED
For Kamdhenu Limited

(Jogeswar Mohanty)

Company Secretary

Membership.No.ACS23247

Date: 29th June, 2020

Place: Gurgaon

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014] Name of the Company: Kamdhenu Limited

Registered Address of the Company: A-1112 & A-1114, RIICO Industrial Area, Phase-III, Bhiwadi, Alwar, Rajasthan -301019

I/We the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.
Equity Shares				

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No. : .
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) email Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature