



Ref: KL/SEC/2023-24/70

Date: 13<sup>th</sup> January, 2024

To,  
The Manager- Listing  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051

NSE Symbol: KAMDHENU

To,  
The Manager- Listing  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

BSE Scrip Code: 532741

**Subject : Outcome of the Board Meeting held on 13<sup>th</sup> January, 2024.**

**Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform that the Board of Directors of the Company at their meeting held today i.e Saturday, 13<sup>th</sup> January, 2024, has, inter alia, considered and approved the followings:

- 1. Withdrawal of Preferential issue of 50,00,000 warrants convertible into Equity Shares of the Company which was approved by the Board of Directors of the Company in their Board Meeting held on 11<sup>th</sup> November, 2022.**

The Board of Directors of the company at their meeting held on 11<sup>th</sup> November, 2022, had approved the Preferential Issue of 50,00,000 warrants convertible into equity shares and the said Preferential Issue was also approved by the shareholders of the Company at their Extra-Ordinary General Meeting held on 9<sup>th</sup> December, 2022. In view of seeking clarification on the issue price from regulatory authorities, the period of 12 months lapsed from the passing of the Special Resolution dated 9<sup>th</sup> December, 2022, within which allotment against the said preferential issue had to be made. Therefore, Board of Directors of the Company has accorded their approval to withdraw the above said proposal of fund raising, since the resolution has become infructuous.

- 2. Approved raising of funds by issuance of warrants convertible into equivalent number of equity shares to the person(s) belonging to the Non-Promoter category on preferential basis and recommended for the approval of the shareholders in the Extra Ordinary General Meeting of the Company, as per details mentioned herein under :**

- a) The issuance of upto maximum of 27,50,000 convertible warrants ("Warrants") to the persons belonging to the Non-Promoter Category each carrying a right exercisable by the warrants holder(s) within 18 months to subscribe one (1) equity share of Rs. 10 each, against each warrant as per the provisions of the Companies Act, 2013 read with rules made thereunder at an issue price of Rs. 353/- (Rupees Three Hundred Fifty Three Only) per warrant including a premium of Rs. 343/- (Rupees Three Hundred and Forty Three Only) determined in accordance with the applicable provisions of Chapter V of SEBI (Issue of Capital and Disclosures Requirements) Regulation 2018, or such other price as may be ascertained by the Statutory or Regulatory Authorities, on such terms and conditions as may be determined by the Board and subject to approval of shareholders of the Company at their ensuing Extra Ordinary General Meeting and applicable regulatory authorities as the case may be, in accordance with the SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, and other applicable laws.
- b) The relevant date, in terms of provision of SEBI (Issue of Capital and Disclosures Requirements) Regulations for determining the floor price of the Preferential Issue, is Tuesday, 9<sup>th</sup> January, 2024.

**KAMDHENU LIMITED**

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- c) The details as required for issuance of securities on preferential basis under SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to issuance of securities is enclosed as **Annexure - 1** to this letter.
- d) The Company will take shareholders' approval in the 01/2023-24 Extra Ordinary General Meeting for the issuance of convertible warrants scheduled to be held on Thursday, 8<sup>th</sup> February, 2024 through Video Conference/Other Audio-Visual Mode.

**3. Appointment of Shri Vivek Jindal (DIN: 02714354) as an 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 Shri Vivek Jindal (DIN: 02714354) as an Additional Director in the category of Independent Director of the company, for a first term of 5 consecutive years w.e.f 13<sup>th</sup> January, 2024, and subject to the approval of shareholders of the company at their ensuing 01/2023-24 Extra-Ordinary General Meeting. Further, based on the declarations obtained, the company hereby confirms that, Shri Vivek Jindal is not debarred by virtue of any order of SEBI or any other statutory authority from holding office of director of the company.

The details as required for appointment of directors under SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to issuance of securities is enclosed as **Annexure - 2** to this letter.

The matters as detailed in point no. 2 and 3 of this letter are subject to approval of shareholders in the ensuing 01/2023-24 Extra-Ordinary General Meeting scheduled to be held on Thursday, 8<sup>th</sup> February, 2024 through Video Conference/Other Audio Visual Mode.

The Board has fixed Friday, 12<sup>th</sup> January, 2024, as the Cut- Off date for the purpose of determining the name of shareholder(s) for the purpose of dispatch of Notice of 01/2023-24 Extra Ordinary General Meeting along with the details of e-voting to the shareholders.

The Board has appointed Shri Rupesh Agarwal (ACS 16302 & CP No. 5673), Shri Shashikant Tiwari (FCS 11919 & CP No. 13050), failing him Shri Lakhan Gupta (FCS 12682 & CP No. 26704), Partner Chandrasekaran Associates, Company Secretaries as Scrutinizer to conduct the e-voting process in fair and transparent manner.

Meeting of the Board of Directors commenced at 12:00 Noon and concluded at 02:10P.M.

You are requested to kindly take the above information on records.

Thanking you,  
Yours Faithfully,  
**For Kamdhenu Limited**

  
**Khem Chand**  
Company Secretary & Compliance Officer



**Encl. as above.**

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith as under:

**Issuance of Securities**

S. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Convertible Warrants
2	Type of Issuance	Preferential Issue
3	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately)	Up to maximum of 27,50,000 number of convertible warrants.
4	In case of preferential issue the listed entity shall disclose the following additional details to the Stock Exchange(s):	
	i. Names of Investor(s)	As per list attached in <b>Annexure A1</b> .
	ii. Post allotment of securities – outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors	<p>The details of the shareholding of the Proposed allottees in the Company prior to and after the Preferential Issue has been mentioned in the <b>Annexure A1</b>.</p> <p>The Issue Price of the warrants is Rs. 353/- per warrant determined as per the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> <p>The number of investors is 9 (Nine).</p>
	iii. In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Each Warrant is convertible into One (1) equity share of Rs. 10 each and the conversion can be exercised at any time within a period of 18 months from the date of allotment of warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable.</p> <p>Option for conversion of warrants shall be available upon payment of full price of warrant before such exercise of option.</p> <p>The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments.</p>

*[Handwritten Signature]*



**LIST OF PROPOSED ALLOTTEES**

S. No.	Name of the Proposed Allottee	No. of Convertible Warrants proposed to be allotted	Pre Issue Shareholding		Post Preferential issue Shareholding*	
			No. of equity shares	% age	No. of equity shares	% age
1	Diwakar Aggarwal	2,00,000	-	-	2,00,000	0.67
2	Advik Gaur	1,70,000	-	-	1,70,000	0.57
3	Shekhar Jalan	1,16,400	-	-	1,16,400	0.39
4	Navneet Jain	1,16,400	-	-	1,16,400	0.39
5	Vipil Agarwal	50,000	5,000	0.20	55,000	0.19
6	Minerva Ventures Fund	8,97,200	-	-	8,97,200	3.02
7	NAV Capital VCC - NAV Capital Emerging Star Fund	5,00,000	-	-	5,00,000	1.68
8	Arrow Emerging Opportunities Fund Limited	5,00,000	-	-	5,00,000	1.68
9	Ariston Capital Limited	2,00,000	-	-	2,00,000	0.67
	<b>Total</b>	<b>27,50,000</b>	<b>5,000</b>	<b>0.20</b>	<b>27,55,000</b>	<b>9.28%</b>

\*This preferential issue shareholding is on fully diluted basis with the assumption that all the convertible warrants will be converted into equity shares.

For Kamdhenu Limited




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

**Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

S.No	Particular	Details
1.	Reason for change viz. appointment, re- appointment, resignation, removal, death or otherwise;	Appointment: Shri Vivek Jindal is appointed as Additional Director in the category of Independent Director of the Company w.e.f 13 <sup>th</sup> January, 2024 for a period of 5 consecutive years.
2.	Date of appointment/cessation & term of appointment;	For a first Term of 5 years w.e.f 13 <sup>th</sup> January, 2024.
3.	Brief Profile;	<p>Shri Vivek Jindal, Bachelor of Architects (B.Arch.) 1994 from MIT, Aurangabad is the Founder of Shilpkaar known as Shilpkaar Architects Pvt. Ltd., and has over 27 years of rich experience &amp; expertise in designing of Industrial/ Warehousing, Infrastructural facilities with research oriented approach to its execution with effective high performance with cutting edge solution for clients in India &amp; abroad.</p> <p>In particular, Shri Vivek Jindal has built a market reputation for aiding clients in designing on fast track locations, together with "hands on" project schedule from inception to "go use" occupation.</p> <p>Shri Vivek Jindal has proven his mettle as premiere architect in the country as he has been awarded as the Best Industrial Architect in 2016 by Archi Design Magazine for Hi-tech Gears Ltd., Bhiwadi (Rajasthan).</p> <p>Shri Vivek Jindal has received several accolades in recognition of his leadership skills and rapid business growth from various organisations.</p>
4.	Disclosure of relationships between directors.	Not related to any other director.

**For Kamdhenu Limited**




**Company Secretary & Compliance Officer**