KL/SEC/2026-27/39
Date: 31st August, 2026

To,	To,
The Manager - Listing	The Manager - Listing
National Stock Exchange of India Limited,	BSE Limited,
Exchange Plaza, Bandra Kurla Complex,	Phiroze Jeejeebhoy Towers,
Bandra (E), Mumbai-400 051	Dalal Street, Mumbai- 400 001
NSE Symbol: KAMDHENU	**BSE Scrip Code: 532741**

Subject: Submission of the Notice of 32nd Annual General Meeting of Kamdhenu Limited.

Dear Sir/ Madam,

In furtherance to our earlier letter dated 20th August, 2026 and in compliance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 32nd Annual General Meeting of the Company scheduled to be held on Friday, 25th September, 2026 at 12:00 Noon (IST) through Video Conferencing/ Other Audio Visual Means.

The Notice of the 32nd Annual General Meeting of the Company is also available on the website of the Company at: https://www.kamdhenulimited.com/pdf/Notice-of-32nd-Annual-General-Meeting.pdf

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kamdhenu Limited

Khem Chand

Digitally signed by Khem Chand
Date: 2026.08.31 15:40:31 +05'30'

Khem Chand,
Company Secretary & Compliance Officer
FCS: 10065

Encl.: as above.

KAMDHENU LIMITED

KAMDHENU STEEL

NOTICE OF 32ND ANNUAL GENERAL MEETING

KAMDHENU STEEL

KAMDHENU LIMITED
CIN: L27101HR1994PLC092205
Registered Office: 2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram, Haryana-122002
Phone: 0124-4604500, **E-mail:** cs@kamdhenulimited.com
Website: www.kamdhenulimited.com

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second (**32nd**) Annual General Meeting (**"AGM"**) of the Members of Kamdhenu Limited ("the Company") will be held on Friday, 25th day of September, 2026 at 12:00 Noon (**IST**) through Video Conferencing (**"VC"**)/ Other Audio Visual Means (**"OAVM"**), The venue of the AGM shall be deemed to be the Registered Office of the Company and the proceedings of the AGM shall be deemed to be made there at, to transact the following business(es):

ORDINARY BUSINESSES:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026, TOGETHER WITH REPORTS OF THE AUDITORS' AND THE BOARD OF DIRECTORS THEREON.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the financial year ended on 31st March, 2026, notes to financial statements and the Reports of the Auditors' and the Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **TO APPROVE AND DECLARE THE FINAL DIVIDEND OF ₹ 0.40 (PAISA FORTY ONLY) (I. E. @ 40%) PER EQUITY SHARE HAVING FACE VALUE OF ₹ 1/- EACH FULLY PAID UP FOR THE FINANCIAL YEAR 2025-26.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the final dividend of ₹ 0.40 per Equity Share (i.e. @ 40%) having face value of ₹ 1/- each fully paid up for the financial year 2025-26, be and is hereby approved and declared."

3. **TO APPOINT A DIRECTOR IN PLACE OF SHRI SATISH KUMAR AGARWAL, DIRECTOR (DIN: 00005981), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AS DIRECTOR.**

   To consider and, if through fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Satish Kumar Agarwal, Director (DIN: 00005981), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, being liable to retire by rotation."

NOTICE (Contd.)

SPECIAL BUSINESSES:

4. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2026-27.

To consider and, if through fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of ₹ 75,000/- plus applicable taxes and reimbursement of out- of pocket expenses at actual, if any to be paid to M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024), the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred hereto or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. RE-APPOINTMENT OF SMT. PRAVIN TRIPATHI (DIN: 06913463) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS.

To consider and, if through fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended, from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17, 17(1A), 25 and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations") and in accordance with the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee and Board of Directors, Smt. Pravin Tripathi (DIN: 06913463), whose period of office will expire on 29th May, 2027 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and who has already attained the age of 76 years in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Non-Executive Independent Director of the Company, be and is hereby re-appointed, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years, with effect from 30th May, 2027 up to 29th May, 2032.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. TO APPROVE REMUNERATION OF SMT. VIPIL AGARWAL, RELATED PARTY FOR HOLDING OFFICE OR PLACE OF PROFIT.

To consider and, if through fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or reenactment thereof for the time being in force, as may be required, and pursuant to the recommendation of the Board of Directors and Audit Committee, consent of the Members be and is hereby accorded to pay the remuneration not exceeding ₹ 5 Lakhs (Rupees Five Lakhs Only) per month to Smt. Vipil Agarwal, Assistant General Manager – Business

NOTICE (Contd.)

Development in the Company (spouse of Shri Harish Kumar Agarwal, CFO, and a related party), for holding office or place of profit in the Company, with effect from 01st October, 2026, with liberty to the Board of Directors and/or Audit Committee of the Company to alter and vary her remuneration and other terms and conditions within the said limits.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors of
Kamdhenu Limited

Sd/-
Khem Chand
Company Secretary & Compliance Officer
FCS: 10065

Date: 29th July, 2026
Place: Gurugram

Registered Office:
Kamdhenu Limited
CIN: L27101HR1994PLC092205
2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram- 122002 Haryana, India
Telephone No.: 0124-4604500
Email: cs@kamdhenulimited.com
Website: www.kamdhenulimited.com

NOTICE (Contd.)

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (**"the Act"**) setting out material facts concerning the businesses under Item Nos. 4 to 6 of the accompanying AGM Notice, is annexed hereto. Further, the relevant details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulation"**) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed.
2. The Ministry of Corporate Affairs, Government of India ("MCA") inter-alia vide their General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 05th May, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars") has allowed to hold the Annual General Meeting ("AGM" or "meeting") of the Company through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company situated at 2nd Floor, Tower-A, Building No. 9, DLF Cyber City, Phase-III, Gurugram – 122002, Haryana.
3. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. The facility for appointment of proxies by Members will not be available for this 32nd AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (**"the Act"**).
5. The Institutional Investors and Body Corporates who are the Shareholders of the Company are encouraged to attend and vote at the 32nd AGM through VC/OAVM facility provided by the Company. Body Corporate Shareholders/Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the 32nd AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution as passed by their respective Board of Directors or Governing/Statutory Bodies, to the Scrutinizer appointed by the Company through e-mail on their registered e-mail address at rupesh@cacsindia.com and to Shri Khem Chand, Company Secretary of the Company at cs@kamdhenulimited.com, not later than the 48 hours before the scheduled time of the commencement of the 32nd AGM.
6. The Company has engaged KFin Technologies Limited ("KFintech"), as the authorized agency, for providing the facility to the members of the Company to cast their votes electronically through the electronic voting (remote e-voting and e-voting during the AGM) facility provided in a secured manner, in compliance with 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 which will also provide the platform for convening the meeting through Video Conferencing.
7. Members are requested to note that in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any circulars issued thereunder, the Notice of the 32nd AGM and Annual Report for the Financial Year 2025-26, will be available on the website of the Company at www.kamdhenulimited.com, on the website of Stock Exchanges i.e. NSE and BSE Limited at www.nseindia.com and www.bseindia.com, respectively and on the website of e-voting agency KFintech at https://evoting.kfintech.com/.
8. The Members can join the 32nd AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:30 A.M. (IST) i.e. 30 minutes before the time scheduled to start the 32nd AGM and the Company will close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 32nd AGM. The facility for participation at the 32nd AGM through VC/OAVM will be made available to at least 1,000 Members on a 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 AGM without restriction on account of first-come-first-served basis.

NOTICE (Contd.)

9. The Company has fixed Friday, 28th August, 2026 as the cut-off date, for the purpose of sending notice of this AGM and Annual Report for Financial year 2025-26 and other documents thereto, to the shareholders of the Company.

RECORD DATE AND DIVIDEND:

10. Record date for the purpose of payment of dividend and for determining the entitlement of member to whom the final dividend, for the financial year 2025-26 shall be paid, if declared and approved by the Shareholders of the Company in the 32nd Annual General Meeting, is fixed as **Friday, 18th September, 2026**.

11. Members may note that the Board of Directors of the Company in their meeting held on 27th May, 2026 has recommended final dividend @ 40% i.e. ₹ 0.40 (Paisa Forty only) per equity share of ₹ 1/- each for the financial year 2025-26.

    The Final Dividend, once approved by the Members at the forthcoming 32nd AGM will be paid subject to deduction of tax at source (**'TDS'**) within 30 days from the conclusion of 32nd AGM as under;

    - ***For the Shares held in Electronic Form:*** To all Beneficial Owners whose name appears in the list of Beneficial Owner **record date i.e. Friday, 18th September, 2026** to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Equity Shares held in electronic form;
    - ***For the Shares held in Physical Form:*** To all the Registered Owners whose name appears in the Company's Register of Member after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on **record date i.e. Friday, 18th September, 2026**.

    The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company or RTA or Depositories and those who have given their mandate for receiving dividends directly in their bank accounts through the National Automated Clearing House ('NACH').

12. Dividend income is taxable in the hands of Members w.e.f. 01st April, 2020, in accordance with Finance Act, 2020, and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 ('IT Act'). Therefore, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@kamdhenulimited.com on or before **Thursday, 10th September, 2026** in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate.

13. In terms of the provisions of the IT Act dividend income shall be taxable in the hands of Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the IT Act.

    The applicable rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company or its RTA.

14. Dividend, if approved by the Members as recommended by the Board of Directors of the Company, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s).

    In terms of SEBI Master Circular No. SEBI/HO/MIRSD/POD- 1/P/CIR/2024/37 dated 07th May, 2024 and latest Master Circular No.HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06th February, 2026 as amended from time to time, Members holding shares in physical form, whose folio(s) are not updated with the KYC details and who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01st April, 2024. The members can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending the following details/documents which are uploaded on the website of KFIN Technologies Limited at https://ris.kfintech.com/clientservices/isc/isrforms.aspx to KFIN Technologies Limited, Registrar and Transfer Agent (Unit: Kamdhenu Limited), at Selenium "Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, through self-attested hard copies or through electronic mode, provided they should be electronically signed or through web portal of our RTA KFIN Technologies Limited at https://ris.kfintech.com.

NOTICE (Contd.)

i) Form No. ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pincode and the bank account details;

ii) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;

iii) Self-attested copy of the PAN Card of all holders;

iv) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;

v) Form ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager;

vi) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

Members holding shares in Electronic mode, may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, they may update their Electronic Bank Mandate through their Depository Participant(s).

15. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (**"IEPF Rules"**) read with the relevant circulars and amendments thereto, Members may note that any amount of dividend remains unpaid or unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (**"IEPF"**), constituted by the Central Government. The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority.

    Pursuant to the provisions of IEPF Rules, the Company has transferred 5910 Equity Shares for the financial year 2017-18 on which the dividend remained unpaid/unclaimed for seven consecutive years to the designated Demat Account of the IEPF Authority (**"IEPF Account"**) within the stipulated time.

    In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from FY 2018-19 to till date, on or before 14th October, 2026, otherwise the Company will accordingly transfer the unpaid/unclaimed dividend to the IEPF. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by submitting an application to the IEPF Authority, in stipulated Form No. IEPF-5 available on website of IEPF i.e. on www.iepf.gov.in. For further details, member may refer to the Corporate Governance Report which forms a part of this Annual Report. The Company has been sending timely reminders to members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.kamdhenulimited.com.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

17. With effect from 02nd April, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service #request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.kamdhenulimited.com and RTA at www.kfintech.com.

    #Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

NOTICE (Contd.)

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

18. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the website of the Company i.e. https://www.kamdhenulimited.com/shareholders-notice.php. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares physical form.

19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") with whom they are maintaining the Demat accounts in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers including the register maintained under Section 189 of the Act and documents referred in the Notice will be available electronically for inspection by the members during the AGM. Members keen to inspect all the documents as referred in the Notice are available for inspection electronically during business hours i.e. between 10:00 A.M. (IST) to 04:00 P.M. (IST), by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to cs@kamdhenulimited.com.

21. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

    Post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at https://smartodr.in/login.

22. Electronic copy of the Notice of this AGM along with the Annual Report for the financial year 2025-26 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes, in compliance with the MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of this AGM of the Company, may send request to the Company's email address at cs@kamdhenulimited.com mentioning their Foilo No./DP ID and Client ID.

    Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose E-mail IDs are not registered with the Company or its RTA or with DP providing the weblink of Company's website from where the Annual Report for the FY 2025-26 can be accessed.

23. Members are requested to address all correspondence, to the Company at Kamdhenu Limited, 2nd Floor, Tower-A, Building No. 9, DLF Cyber City, Phase III, Gurugram– 122002, Haryana, Contact No.: 0124 4604500, email: cs@kamdhenulimited.com, website: www.kamdhenulimited.com and RTA, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 contact no. 1800 309 4001, email: einward.ris@kfintech.com, website: www.kfintech.com.

24. To support the "Green Initiative", we urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this AGM and the Annual Report for the financial year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

NOTICE (Contd.)

Type of Shareholder	Process
Shareholders holding shares in Demat Form	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.
Shareholders holding shares in Physical Form	Members may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs@kamdhenulimited.com or to the RTA at einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Kamdhenu Limited, Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.

25. During the 32nd AGM, the Chairman/CS shall after response to the questions raised by the members in advance or as by the speakers at the AGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 32nd AGM.
26. The Board of Directors in their meeting held on 29th July, 2026 has appointed Mr. Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Mr. Shashikant Tiwari (FCS No. 11919), Partner failing him, Mr. Lakhan Gupta (Membership No. F12682), Partner of M/s Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize remote e-voting process before the AGM as well as the e-voting (Intapoll) during the AGM, in a fair and transparent manner.
27. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM and the Results declared along with the report of the Scrutinizer shall be communicated to the Stock Exchanges i.e. NSE and BSE, where the shares of the Company are listed and shall also be displayed on the website of the Company at www.kamdhenulimited.com and KFintech at https://evoting.kfintech.com/. The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.
28. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days before the date of meeting through email on cs@kamdhenulimited.com. The same will be replied by the Company suitably.
29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
30. General Instruction for accessing and participation in the 32nd AGM of the Company through VC/OAVM facility and voting through electronic means including remote E-voting (InstaPoll):

    I. Instruction for the Member for Remote E-Voting and Voting during AGM (InstaPoll) through Electronic means:

    - Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Friday, 18th September, 2026** may cast their vote by remote e-Voting. ***The remote e-voting period commences on Tuesday, 22nd September, 2026 at 09:00 A.M. (IST) and ends on Thursday, 24th September, 2026 at 5:00 P.M. (IST)***. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Friday, 18th September, 2026.
    - In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

NOTICE (Contd.)

- A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 18th September, 2026, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Friday, 18th September, 2026, may obtain the User ID and password by sending a request, at evoting@kfintech.com. However, if a person is already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.
- Members will be provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
- A person who is not a member as on the cut-off date should treat this Notice of the 32nd AGM for information purpose only.
- Instructions for attending the meeting through Video Conferencing; and voting through electronic means including remote E-voting (InstaPoll) are given at the end of this notice.

II. Instructions for Members for participating in the 32nd AGM through VC/OAVM and process for Registration as Speaker, are as under:

- The members will be provided with a facility to attend the 32nd AGM through VC/OAVM through the KFintech e-Voting system. Members may access the same by following the steps mentioned below. The link for VC/OAVM will be available in "Shareholder/Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/OAVM") placed under the tab "Join General Meeting" against the name of the Company. On clicking this link, the members will be able to attend the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions as mentioned in the notice, to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops 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 glitches.
- Members may submit their questions/queries in advance with regard to any matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address at cs@kamdhenulimited.com on or before 15th September, 2026. Such questions/queries by the members shall be taken up during the meeting and replied by the Company suitably.
- Members, who would like to express their view/ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address at cs@kamdhenulimited.com on or before 23rd September, 2026 by 05:00 P.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ask questions during the AGM, depending upon the availability of time.
- When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 32nd AGM.

NOTICE (Contd.)

- Institutional Investors who are members of the Company, are encouraged to attend and vote in the 32nd AGM through VC/OAVM facility.
- In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc. the following persons may be contacted:

Name	Contact No. & Email id
Mr. Khem Chand, Company Secretary & Compliance Officer Kamdhenu Limited	0124-4604500 khemchand@kamdhenulimited.com
Mr. Suresh Babu D, Sr. Manager, KFin Technologies Limited	Toll free no. 1800 309 4001 einward.ris@kfintech.com and evoting@kfintech.com

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

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	***1.*** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. Kamdhenu Liimited or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. **3. Those not registered under IDeAS:** i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.

NOTICE (Contd.)

Type of Member	Login Method
	vii. Click on company name i.e Kamdhenu Liimited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Members holding securities in demat mode with CDSL	**1. Existing user who have opted for Electronic Access To Securities Information ("Easi/Easiest") facility:** i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. **2. User not registered for Easi/Easiest** i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. **3. Alternatively, by directly accessing the e-voting website of CDSL** i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. Kamdhenu Liimited or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.

NOTICE (Contd.)

Type of Member	Login Method
Individual Members login through their demat accounts/ website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL/CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'Kamdhenu Liimited' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: *Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 102 0990** and **1800 22 4430**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-62343625**, **022-62343626**, **022-62343259**

Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company/DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number **(EVEN-10066)**, USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Kamdhenu Liimited' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. In case you do not desire to cast your vote, it will be treated as abstained.

NOTICE (Contd.)

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (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 signatures of the duly authorized signatory(ies) who are authorized to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line " Kamdhenu Limited 32nd AGM".
2. In case of any query and/or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of https://evoting.kfintech.com or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/technical assistance that may be required.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

NOTICE (Contd.)

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated 29th July, 2026.

Item No. 4:

As per the provisions of Section 148(3) of the Companies Act, 2013 ('Act') read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice for products covered under the Rules. The Board of Directors at its meeting held on 27th May, 2026, on the recommendation of the Audit Committee, has appointed M/s K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) as Cost Auditor for carrying out audit of the cost records of the Company for the financial year 2026-27 at a remuneration of ₹ 75,000/- (Rupees Seventy- Five Thousand only), exclusive of applicable taxes and reimbursement of out of pocket expenses. M/s K.G. Goyal & Associates, Cost Accountants have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee has been considered and approved by the Board of Directors and is required to be ratified by the Members.

Accordingly, the consent of the Members is being sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested (financial or otherwise) in the resolution.

Item No. 5:

Smt. Pravin Tripathi (DIN: 06913463) was appointed as an Independent Director on the Board of the Company for the first term of 5 (Five) consecutive years w.e.f. 30th May, 2022 to 29th May, 2027 pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She will hold office as an Independent Director of the Company up to 29th May, 2027 ("first term") in accordance with the explanation to Sections 149(10) and 149(11) of the Act). She is eligible for re-appointment for a second term of 5 years from 30th May, 2027 to 29th May, 2032.

The performance evaluation of Smt. Pravin Tripathi was conducted by the Board of Directors on the basis of various criteria as approved by the Nomination and Remuneration Committee and adopted by the Board. Accordingly, based on aforesaid performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 27th May, 2027, had re-appointed Smt. Pravin Tripathi as a Non Executive, Independent Director of the Company for a second term of five consecutive years, from 30th May, 2027 to 29th May, 2032, subject to the approval of the Members at the ensuing 32nd Annual General Meeting. Smt. Pravin Tripathi abstained from discussion and voting on the matter concerning her appointment during the meeting of Board of Directors.

Smt. Pravin Tripathi is B.A. (Hons.) and Master in English Literature from Punjab University. She is also 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 India and Chairperson of Audit Committee and Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.

Smt. Pravin Tripathi has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). She also affirmed that she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018, issued by the BSE Limited and the National Stock Exchange of India

NOTICE (Contd.)

Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies. In the opinion of the Board, Smt. Pravin Tripathi is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Smt. Pravin Tripathi has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, in terms of Section 149 and other applicable provisions of the Act, Smt. Pravin Tripathi, being eligible and offers herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years w.e.f. 30th May, 2027 up to 29th May, 2032.

The Company has received the following documents in relation to her appointment;

1) Notice in writing in terms of Section 160 of the Companies Act, 2013;
2) Consent to act as director of the Company, in the stipulated form DIR-2;
3) Disclosure in terms of Section 184 of the Companies Act, 2014, in form MBP-1;
4) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Director in the Company, if appointed as Independent Director;
5) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20th June, 2018 stating that she is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.
6) Declarations that she meets the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended and has also confirmed that he is the registered member of Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

The Board has ensured that there is an appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Smt. Pravin Tripathi will be entitled to receive sitting fees for attending the Committee and Board Meetings of the Company as may be decided by the Board of Directors of the Company from time to time.

In the opinion of the Nomination and Remuneration Committee and Board of Directors, Smt. Pravin Tripathi fulfills the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the management.

Copy of the draft letter for appointment of Smt. Pravin Tripathi as an independent director setting out the terms and conditions is available for inspection at the registered office of the Company by any member during normal business hours and will also be posted on the Company's website.

NOTICE (Contd.)

Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under.

Name of Director	**Smt. Pravin Tripathi**
Date of First Appointment on the Board of the Company	30th May, 2022
Experience (including expertise in specific functional area)/Brief Resume	Smt. Pravin Tripathi is B.A. (Hons.) and Master in English Literature from Punjab University. She is also 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 India and Chairperson of Audit Committee and Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.
Age	76 Years
Qualification	B.A. (Hons.) and Master in English Literature from Punjab University. She is also a former Indian Audit & Accounts Service (IA&AS) Officer of 1973 batch.
Terms and Conditions of appointment/ re-appointment	Re-appointment for the second term of 5 consecutive years from 30th May, 2027 to 29th May, 2032 (both days inclusive).
Skills and Capabilities	The necessary skills and capabilities required for the role is been possessed by Smt. Pravin Tripathi.
Proposed Remuneration	Sitting Fees as approved by the Board from time to time.
Past Remuneration drawn	No remuneration was drawn by Smt. Pravin Tripathi in the previous financial year except the Sitting fees details of which is provided under Corporate Governance Report.
Shareholding in the Company as on the date of Notice (self and beneficial basis)	Nil.
Inter-se relationship between Director/ Manager and other KMPs	Smt. Pravin Tripathi is not related to any Director, Manager or Key Managerial Personnel of the Company.
Number of Meeting attended during the year	Details w.r.t. the number of Board and Committee meetings attended by Smt. Pravin Tripathi has been provided in Corporate Governance Report.

NOTICE (Contd.)

Names of listed entities in which they also holds the directorship and the membership of Committees of the board	**As on 31st March, 2026, Smt. Pravin Tripathi holds Directorship in following Listed Companies:** - Jay Bharat Maruti Limited - JBM Auto Limited - Kamdhenu Limited **Details of Committee is depicted below:** **Audit Committee:** - JBM Auto Limited - Jay Bharat Maruti Limited - Kamdhenu Limited - OIT Infrastructure Management Limited **Nomination & Remuneration Committee:** - JBM Auto Limited - Jay Bharat Maruti Limited - Kamdhenu Limited **Risk Management Committee:** - JBM Auto Limited - Jay Bharat Maruti Limited **Corporate Social Responsibility Committee:** - JBM Auto Limited - Jay Bharat Maruti Limited - Kamdhenu Limited
Details of listed entities from which they has resigned in the past three years.	Smt. Pravin Tripathi has not resigned from any Listed Entity in preceding three years.
Directorships other than listed Company	- OIT Infrastructure Management Limited - DSP Trustee Private Limited - JBM Electric Vehicles Private Limited - ICSI Registered Valuers Organisation
Stock Option	No stock options granted during the financial year 2025-26.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the re-appointment of Smt. Pravin Tripathi requires the approval of the Members by way of a Special Resolution.

As Smt. Pravin Tripathi has already attained the age of 76 years, accordingly approval is also sought from the Members of the Company, by way of a Special Resolution in view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuation of Smt. Pravin Tripathi as a Non- Executive Independent Woman Director even attaining the age of 76 years

The Board considers that Smt. Pravin Tripathi continued association would immensely benefit the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board of Directors recommends the resolution set forth in Item No. 5 for the approval of Members by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Smt. Pravin Tripathi, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

NOTICE (Contd.)

Item No. 6:

The Companies act aims to ensure transparency in the transactions and dealings with related parties of the Company.

In accordance with the provisions of Section 188(1)(f) of the Companies Act, 2013, which govern the related party transactions, it is required for a Company to obtain approval of the Members for the related party's appointment to any office or place of profit in case of remuneration is in excess of ₹ 2,50,000/-(Rupees Two Lakhs and Fifty Thousand only) per month.

Smt. Vipil Agarwal was appointed as Assistant General Manager – Business Development in the Company with effect from 02nd February, 2022 at a gross remuneration of ₹ 2,48,000/- (Rupees Two Lakhs Forty Eight Thousand Only) per month under the limits as prescribed under Sec 188 of Companies Act, 2013. The said appointment was duly approved by the Audit Committee and Board of Directors in their respective meetings held on 02nd February, 2022. She is spouse of Shri Harish Kumar Agarwal, Chief Financial Officer of the Company. Being a related party, the position/office held by Smt. Vipil Agarwal in the Company falls within the preview of Section 188(1)(f) of the Companies Act, 2013.

The remuneration is in accordance with the existing salary structure of the Company of a similar position and it is in accordance with the existing practice of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee at their respective meetings held on 13th February, 2026 had recommended an increase in limit on remuneration of Smt. Vipil Agarwal not exceeding ₹ 5 Lakhs (Rupees Five Lakhs only) per month on such terms, conditions, benefits & perquisites as may be applicable as per the policies of the Company to the grade of her appointment with effect from 01st October, 2026. Her remuneration for financial year 2025-26 was within the overall limit of maximum remuneration as approved by the Audit Committee/Board. She will receive remuneration within the overall limit up to 30th September, 2026. The Board of Directors and Audit Committee of the Company shall continue to regulate her remuneration based on her performance & Company policies. However, considering her qualifications, experience, and current role, the existing remuneration is not commensurate; therefore, it is proposed to increase the remuneration, subject to the approval of the shareholders.

The Board of Directors and Audit Committee of the Company will have the liberty to alter and vary aforesaid remuneration and other terms and conditions within the said limits.

Accordingly, the approval of the members is sought for the aforesaid increase in remuneration by means of an Ordinary Resolution. The Board recommends the aforesaid increase in remuneration for approval of the members.

Except Shri Harish Kumar Agarwal, CFO, no other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 6 of the Notice.

By order of The Board of Directors of
Kamdhenu Limited

Sd/-
Khem Chand
Company Secretary & Compliance Officer
FCS: 10065

Date: 29th July, 2026
Place: Gurugram

Registered Office:
Kamdhenu Limited
CIN: L27101HR1994PLC092205
2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram - 122002 Haryana, India
Telephone No.: 0124-4604500
Email: cs@kamdhenulimited.com
Website: www.kamdhenulimited.com

NOTICE (Contd.)

ADDITIONAL INFORMATION OF SHRI SATISH KUMAR AGARWAL, DIRECTOR RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015, AS AMENDED AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA, ARE AS UNDER:

Name of the Director: Shri Satish Kumar Agarwal

Brief Resume & Experience/Skills & Capabilities: Shri Satish Agarwal is a distinguished leader and a core member of the Board of Directors at Kamdhenu Limited. With a wealth of experience in business strategy, corporate governance, and operational excellence, he plays a crucial role in steering the Company toward sustained growth and innovation. With more than Five decades of expertise in the steel and infrastructure sector, Shri Agarwal has been instrumental in shaping Kamdhenu's business model, aligning it with the evolving industry landscape. His strategic insights and deep understanding of market dynamics have contributed significantly to the Company's expansion and reputation as a trusted name in the construction industry. A visionary with strong leadership capabilities, he actively participates in key decision-making processes, ensuring the Company remains competitive in a rapidly transforming economic environment. His dedication to ethical business practices and a customer-centric approach are reflected in Kamdhenu's commitment to quality and excellence. Under his guidance, the Company continues to explore new avenues for growth, invest in advanced technologies, and reinforce its position as a leader in the steel and construction materials sector. His contributions are pivotal in driving the Company's mission to deliver superior-quality products while upholding sustainability and innovation. Under the leadership of Shri Satish Kumar Agarwal, the Company has received various prestigious awards viz, Business Sphere Award for Corporate Excellence, IIT-BHU Alumni Excellence Award, Samaj Ratna Award etc. Shri Satish Agarwal's leadership is a testament to Kamdhenu Limited's success and its unwavering commitment to excellence, innovation, and customer satisfaction

Age: 76 Years

Date of First Appointment on the Board of the Company: 12th September, 1994

Qualification: B.E. (Mech.) from Banaras Hindu University (Gold Medalist)

Nature of expertise in specific functional areas: B.E. (Mech.) from Banaras Hindu University (Gold Medalist) having technical expertise in strategy, plant operations, finance, industry, risk management, governance, leadership etc.

Terms and Conditions of appointment/re-appointment: Re-appointment as Director of the Company, liable to retire by rotation, offers himself for re-appointment as such under sec 152(6) of Companies Act 2013.

Remuneration Drawn: During the financial year 2025-26, Shri Satish Kumar Agarwal was paid managerial remuneration of ₹ 2,88,79,000/- (Rupees Two Crores Eighty Eight Lakhs Seventy Nine Thousand only).

Proposed Remuneration: Remuneration at a pay scale of ₹ 40,00,000 – ₹ 45,00,000 – ₹ 50,00,000 per month for FY 2026-27, FY 2027-28 and FY 2028-29 respectively and perquisites and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding ₹ 1,00,000/- per month has already been approved by the shareholders in 31st AGM held on 25th September, 2025 and the same is proposed to be paid for the said term.

Shareholding in the Company as on the date of Notice (self and beneficial basis): 77,98,170 Equity Shares of having face value of ₹ 1/- each in individual capacity.

Inter-se relationship between Director/Manager and other KMPs: Shri Satish Kumar Agarwal, Chairman & Managing Director is brother of Shri Sunil Kumar Agarwal and father of Shri Sachin Agarwal and Shri Saurabh Agarwal, Directors of the Company

Number of board Meeting attended during the year: Details w.r.t. the number of Board and Committee meetings attended by Shri Satish Kumar Agarwal has been provided in Corporate Governance Report, which forms a part of Annual Report 2025-26.

Names of listed entities in which they also hold the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years:

Shri Satish Kumar Agarwal is Chairman & Managing Director of Kamdhenu Limited

NOTICE (Contd.)

Details of Committee membership is depicted below:

CSR Committee – Kamdhenu Limited

Risk Management Committee - Kamdhenu Limited

Shri Satish Kumar Agarwal has not resigned from any Listed Entity in preceding three years.

Directorships other than listed Company as on 31st March, 2026: Nil

Stock Option: No stock options granted during the financial year 2025-26.

By order of The Board of Directors of
Kamdhenu Limited

Sd/-
Khem Chand
Company Secretary & Compliance Officer
FCS: 10065

Date: 29th July, 2026
Place: Gurugram

Registered Office:
Kamdhenu Limited
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