



# KAMDHENU VENTURES LIMITED

02<sup>nd</sup> Floor, Tower A, Building No. 9, DLF Cyber City, Phase III, Gurgaon-122002  
Phone No.: 0124-4604500, E- mail: cs@kamdhenupaints.com  
CIN: U51909HR2019PLC089207

Ref: KVL/SEC/2022-23/07

Date: 10<sup>th</sup> March, 2023

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

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

NSE Symbol: KAMOPAINTS

BSE Scrip Code: 543747

Dear Sir/Madam,

**Sub.: Outcome of the Board Meeting under Regulation 30 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to our earlier letter dated 6<sup>th</sup> March, 2023, and in compliance with the Regulation 30 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and upto date (“SEBI Listing Regulations”) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015, we wish to inform you that the Board of Directors of the Kamdhenu Ventures Limited (“the Company”) in their meeting held on today i.e 10<sup>th</sup> March, 2023, has, *inter-alia*, considered and approved, the following matters;

**A. Increase in Authorized Share Capital of the Company and consequential amendment in Clause V of Memorandum of Association of the Company.**

Subject to the approval of Shareholders and such other regulatory and governing authorities including the Registrar of the Companies, NCT of Delhi and Haryana and in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations, the Board of Directors has approved for increase of the Authorized Share Capital of the Company from Rs. 19,55,00,000 (Rupees Nineteen Crore Fifty Five Lakhs Only) comprises Rs. 15,05,00,000/- (Rupees Fifteen Crore and Five Lakhs) Equity Share Capital divided into 3,01,00,000 (Three Crore and One lakhs) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 24,55,00,000 (Rupees Twenty Four Crore and Fifty Five Lakhs Only) which comprises Rs. 20,05,00,000/- (Rupees Twenty Crore and Five Lakhs) Equity Share Capital divided into 4,01,00,000 (Four Crore and One lakhs) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each.

Consequent to the Increase in Authorised Share Capital, the Clause V i.e. Capital Clause of the Memorandum of Association of the Company shall also be altered accordingly, subject to the approval of the Shareholders.



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## B. Preferential Issue to Qualified Institutional Buyers in terms of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Subject to the approval of Shareholders and such other regulatory and governing authorities including the National Stock Exchange of India Limited and BSE Limited (“**Stock Exchanges**”), as may be required and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”) and other applicable laws, regulations, the Board of Directors has approved raising of funds by way of issuance of Equity Shares, on preferential basis, up to 45,00,000 (Forty Five Lakhs) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each at an Issue Price of Rs. 145 (Rupees One Hundred and Forty Five Only), calculated after taking in to consideration and in compliance with the provisions of Regulation 164(4) read with Regulation 166A(1) of SEBI ICDR Regulations, 2018, to the Qualified Institutional Buyers (“**QIB**”), belonging to the Non-Promoter Group, as mentioned below, on such terms and condition as may be determined by the Board of Directors:

Sr. No.	Name of Proposed Allottee	Category
1	Aidos India Fund Limited	Non-Promoter (Qualified Institutional Buyer as defined under Regulation 2(1)(z)(ss) of SEBI ICDR Regulations)
2	Minerva Emerging Opportunities Fund Limited	Non-Promoter (Qualified Institutional Buyer as defined under Regulation 2(1) (z)(ss) of SEBI ICDR Regulations)
3	Ebene Global Opportunity Fund	Non-Promoter (Qualified Institutional Buyer as defined under Regulation 2(1) (z)(ss) of SEBI ICDR Regulations)

## C. Approval for convening the Extra-Ordinary General Meeting (EGM) of the Company and Issuance of Notice thereof.

For seeking the approval of the Shareholders of the above matters, the Board of Directors of the Company has also approved for convening the (01/2023-24) Extra-Ordinary General Meeting (EGM) on Thursday, 6<sup>th</sup> April, 2023, together with the draft Notice of EGM to be issued to the Shareholders of the Company.

The Board of Directors has fixed Friday, 10<sup>th</sup> March, 2023, as the Cut-off date for the purpose of the determining the eligibility of the Shareholders, for the purpose of dispatch of the Notice of EGM along with the details of E-Voting to the Shareholders.



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The Board has appointed Shri Shashikant Tiwari (FCS 11919 & CP No. 13050), failing him Shri Rupesh Agarwal, Partners of Chandrasekaran & Associates, Practicing Company Secretaries as Scrutinizer to conduct the e-voting process in fair and transparent manner, for the said EGM.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09<sup>th</sup> September, 2015 with respect to issuance of Equity Shares is enclosed as **Annexure-A** to this letter.

In Compliance with the Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid disclosure is also being uploaded on the Company's website at [www.kamdhenupaints.com](http://www.kamdhenupaints.com).

Meeting of the Board of Directors commenced at 05:30 P.M. (IST) and concluded at 06:50 P.M. (IST).

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

Thanking you,  
Yours faithfully,  
**For Kamdhenu Ventures Limited**

**Nitin Misra**  
**Company Secretary & Compliance Officer**

**Encl: as above**



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## ANNEXURE A

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, 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.)	Equity Shares
2	Type of Issuance	Preferential Issue in terms of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
3	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately)	Up to maximum of 45,00,000 number of Equity Shares of face value of Rs. 5 each at an Issue Price of Rs. 145 per share including the premium of Rs. 140 per share
4	In case of preferential issue the listed entity shall disclose the following additional details to the Stock Exchange(s):	
	Names of Investor(s)	As per List Attached.
	Post allotment of securities – outcome of the subscription, issue price/ allotted price (in case of convertibles), number of investors	The Issue Price of the Equity Shares is Rs. 145/- per share as determined under Regulation 164(4) and 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable



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## List of Proposed QIBs

Sr. No.	Name of Proposed QIBs	Maximum Number of Equity Shares proposed to be allotted	Category
1	Aidos India Fund Limited	15,00,000	Non-Promoter (Qualified Institutional Buyer as defined under Regulation 2(1)(z)(ss) of SEBI ICDR Regulations, 2018)
2	Minerva Emerging Opportunities Fund Limited	15,00,000	Non-Promoter (Qualified Institutional Buyer as defined under Regulation 2(1)(z)(ss) of SEBI ICDR Regulations, 2018)
3	Ebene Global Opportunity Fund	15,00,000	Non-Promoter (Qualified Institutional Buyer as defined under Regulation 2(1)(z)(ss) of SEBI ICDR Regulations, 2018)
<b>Grand Total</b>		<b>45,00,000</b>	