



KAMDHENU ISPAT LIMITED

Regd. Office: L-311, Street No.7, Mahipalpur Extension, New Delhi-110 037

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Company will be held on Tuesday, September 29, 2009 at 10.00 A.M at Khasra no - 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2009, and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sachin Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. S. Singhal & Co., Chartered Accountants, the retiring auditors, to hold office as auditors from the conclusion of this meeting until the conclusion of next Annual general Meeting and to fix the remuneration.

SPECIAL BUSINESS

APPOINTMENT AND DIRECTOR

5. To consider and, if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. Radha Krishna Pandey (who was appointed as an Additional Director of the Company by the Board of Directors on 27/01/2009) who holds office up to the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, and in respect of whom the Company has received notice in writing along with a deposit of Rs. 500/- in terms of section 257 of the Companies Act, 1956, from a member of the Company in writing proposing his candidature for the office of Director, be and is hereby elected and appointed as Director liable to retire by rotation."

Date : 27.07.2009

Place : Gurgaon

Annexure to Notice

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

APPOINTMENT OF MR. RADHA KRISHNA PANDEY AS DIRECTOR LIABLE TO RETIRE BY ROTATION

Item No. 5. Mr. Radha Krishna Pandey was appointed as an Additional Director by the Board of Directors w.e.f. 27th January, 2009. He can hold office up to the date of this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956. The Company has received notice from a member proposing his candidature for appointment as Director of the Company under section 257 of the Companies Act, 1956. In view of valuable experience of Mr. Radha Krishna Pandey in Capital Market, Finance, Accounts etc. your directors recommend the appointment of Mr. Radha Krishna Pandey as Director liable to retire by rotation.

None of the Directors of the Company are interested in the Resolution.

Date : 27.07.2009

Place : Gurgaon

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from September 19th, 2009 to September 29th, 2009, both days inclusive.
4. Members holding shares in the same name or same order of names under different folios are requested to send share certificate for consolidation of such shares to the Company.
5. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
6. Members/Proxy are requested to bring their copy of the Annual Report with them at the Meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.

Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Clause 49 IV (G) of the Listing Agreement) are given in the Corporate Governance Report.

By Order of the Board of Directors
For **KAMDHENU ISPAT LIMITED**
Sd/-
(Satish Kumar Agarwal)
Chairman & Managing Director

By Order of the Board of Directors
For **KAMDHENU ISPAT LIMITED**
Sd/-
(Satish Kumar Agarwal)
Chairman & Managing Director



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PROXY FORM

Reg. Folio No.

No. of Shares

Client ID No.

DP ID No.

I/We.....
of.....being Member/s of Kamdhenu Ispat Limited hereby
appointor failing
him/her.....of.....
as my/ our proxy to vote for me/ us on my/ our behalf at the 15th Annual General Meeting of the Company to be held on Tuesday,
September 29, 2009 at 10.00 a.m. at Khasra No. 841/1 (2-8) 847 (2-8), behind Rajasthan Petrol Pump, Village Rajokari, Vasant
Vihar, New Delhi-110038, and at any adjournment thereof.

Signed this day of2009.

Affix
Re. 1/-
Revenue
Stamp

Note :

- 1. This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.



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ATTENDANCE SLIP

Reg. Folio No.

No. of Shares

Client ID No.

DP ID No.

I / We, certify that I / We, am / are a Member / Proxy for the Member of the Company. I / We hereby record my / our presence at the 15th Annual General Meeting to be held on Tuesday, September 29, 2009 at 10.00 a.m. at Khasra No. 841/1 (2-8) 847 (2-8), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038.

.....
Shareholder's/ Proxy's name in block letters

.....
Signature of Shareholder/ Proxy

Note:

- 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.