



**KAMDHENU VENTURES LIMITED**  
Regd. Off. : 2<sup>nd</sup> Floor, Building No. 9A, DLF Cyber City,  
Phase-III, Gurugram, Haryana - 122002 (India)

**KVL/SEC/2024-25/23**

**Date: 13<sup>th</sup> May, 2024**

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

To,  
The Manager- Listing  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
**BSE Scrip Code: 543747**

**Subject: Proceedings of the Postal Ballot.**

Dear Sir/ Madam,

Pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III thereto, we have enclosed herewith the proceedings of Postal Ballot.

In terms of Scrutinizer Report issued by M/s Chandrasekaran Associates, Company Secretaries dated 13<sup>th</sup> May, 2024, the resolution as proposed in the Notice of the Postal Ballot dated 3<sup>rd</sup> April, 2024, has been passed by the Shareholders of the Company through remote e-voting process on Saturday, 11<sup>th</sup> May, 2024, with requisite majority;

We request you to kindly take the same on record.

Thanking you,  
Yours faithfully,

**For Kamdhenu Ventures Limited**

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

Encl.: as above.

**SUMMARY OF PROCEEDINGS OF THE POSTAL BALLOT CONDUCTED THROUGH REMOTE E-VOTING FOR RESOLUTION DEEMED TO BE PASSED BY THE SHAREHOLDERS OF THE KAMDHENU VENTURES LIMITED (THE 'COMPANY') ON SATURDAY, 11<sup>TH</sup> MAY, 2024, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND RESULTS OF WHICH ARE DECLARED ON MONDAY, 13<sup>TH</sup> MAY, 2024.**

In accordance with provisions of the Section 108, 110 and other applicable provisions of Companies Act, 2013 ('the Act') and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with General Circular Nos. Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, 09/2023 dated 25<sup>th</sup> September, 2023, issued by Ministry of Corporate Affairs (collectively "MCA Circulars") and Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions of the Act, rules, regulations, circulars and notifications, Secretarial Standards (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Notice of Postal Ballot dated 3<sup>rd</sup> April, 2024 was dispatched by the Company through electronic mode on 10<sup>th</sup> April, 2024 to the Shareholders of the Company, whose names are recorded in the Register of Members of the Company and/or in the Statement/Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the cut-off date i.e Friday, 5<sup>th</sup> April, 2024 and whose Email Ids are registered with the Company/ Skyline Financial Services Private Limited, Registrar and Transfer Agent of the Company or Depository Participants ("DP"), for seeking the approval of the Shareholders through remote e-voting process on the below matter;

**1. Sub-division/Split of Equity Shares of the Company and consequent amendment to the Memorandum of Association of the Company.**

In compliance with the applicable provisions of Companies Act, 2013, the Company had also published advertisement in Financial Express (English Edition) and Jansatta (Delhi NCR Hindi Edition) on Thursday, 11<sup>th</sup> April, 2024, regarding dispatch of Notice of the Postal Ballot along with the Explanatory Statement and e-voting instructions.

The Company had engaged the services of National Securities Depository Limited ("NSDL") for facilitating the Shareholders to cast their votes electronically.

The e-voting period was commenced on Friday, 12<sup>th</sup> April, 2024 (09.00 A.M. IST) and ended on Saturday, 11<sup>th</sup> May, 2024 (05.00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date cast their vote electronically.

The Board of Directors in their meeting held on 3<sup>rd</sup> April, 2024 had appointed Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Shri Shashikant Tiwari (Membership No. FCS-11919), Partner of M/s. Chandrasekaran Associates, Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

After due scrutiny of all the votes cast through e-Voting, the Scrutinizer has today i.e. on 13<sup>th</sup> May, 2024 submitted their report on the Postal Ballot (e-voting) to Shri Sunil Kumar Agarwal, Chairman of the Company. On the basis of the report of the Scrutinizer, Shri Sunil Kumar Agarwal, Chairman of the Company declared the result of the Postal ballot on Monday, 13<sup>th</sup> May, 2024 as passed through remote e-voting on Saturday, 11<sup>th</sup> May, 2024.

The Resolution passed is as follows:

**"RESOLVED THAT** pursuant to the provisions of section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), in accordance with the provisions of Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the Members of the Company be and is hereby accorded for sub-division/ split of the existing equity shares of the Company in a manner that, 1 (One) Equity Share having face value of 5/- (Rupees Five only) each fully paid up, be sub-divided/split into 5 (Five) Equity Shares having face value of Re. 1/- (Rupee One only) each fully paid-up, ranking pari-passu with each other in all respects with effect from such date as may be fixed for the said purpose ("**Record Date**") to be determined by the Board of Directors or any committee of the Board or any individual authorized by the Board for this purpose;

**RESOLVED FURTHER THAT** pursuant to the Sub-Division / Split of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up share capital of Face Value of Rs. 5/- (Rupees Five Only) each, fully paid up, existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre Sub-division/ Split			Post Sub-division/ Split		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
<b>Authorised Equity Share Capital</b>	6,40,00,000	5	32,00,00,000	32,00,00,000	1	32,00,00,000
<b>Issued, Subscriber and Paid-up Equity Share Capital</b>	6,28,71,000	5	31,43,55,000	31,43,55,000	1	31,43,55,000

**RESOLVED FURTHER THAT** upon sub-division/split of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled and shall be of no effect on and from the Record Date and the Board without requiring the members to surrender their existing share certificate(s), shall directly issue and dispatch the new share certificate(s) of the Company with equity shares of face value of Re. 1/- (Rupee One Only) fully paid up in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and shall comply with the prevailing laws/ guidelines in this regard; and in case of members who hold the equity shares in dematerialized form, the sub-divided equity shares of face value of Re. 1/- each fully paid up shall be credited proportionately to the respective beneficiary demat account of the Members held with their respective depository participants and the Company shall undertake such corporate action(s) as may be necessary in relation to the equity shares, whether in physical form or in dematerialized form;

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and such other conditions and modifications as may be prescribed or imposed while granting such approvals and consequent to the sub-division/split of the equity shares of the Company in the above manner, consent of the Members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V:

***V. The Authorized Share Capital of the Company is Rs. 36,50,00,000 (Rupees Thirty Six Crore and Fifty Lakhs Only) which comprises Rs. 32,00,00,000/- (Rupees Thirty Two Crore) Equity Share Capital divided into 32,00,00,000 (Thirty Two Crore) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) Preference Share Capital divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each.***

**RESOLVED FURTHER THAT** the Sub-Division/Split of Equity Shares shall be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Board of Directors or any committee of the Board or any individual authorized by the Board be and are hereby authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolutions including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

Based on the report of the Scrutinizer dated 13<sup>th</sup> May 2024 the results of the Postal Ballot are as under:

***Type of Resolution: Ordinary Resolution***

Category	Total Votes Polled	Total Invalid votes	Total Valid Votes	Votes in favour	Votes in against
Promoter and Promoter Group	31641960	-	31641960	31641960	-
Public Institution	-	-	-	-	-
Public Non – Institution	366565	-	366565	366274	291
<b>Total</b>	<b>32008525</b>	<b>-</b>	<b>32008525</b>	<b>32008234</b>	<b>291</b>

**For Kamdhenu Ventures Limited**

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