



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

KVL/SEC/2024-25/24

Date: 13th 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

Sub: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers Report.

Dear Sir/Ma'am,

This has reference to our earlier letter No. KVL/SEC/2024-25/23 dated 13th May, 2024, regarding submission of proceedings of the Postal Ballot of the Company approving the Sub-division/Split of Equity Shares of the Company and consequent amendment to the Memorandum of Association of the Company.

With reference to the captioned matter, we are enclosing herewith the following:

1. Voting Results of the Postal Ballot, pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated 13th May, 2024, on e-voting conducted for the Postal Ballot, pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014.

The enclosed Scrutinizers Report and Voting results are also made available on website of the company www.kamdhenupaints.com and NSDL at www.evoting.nsdl.com.

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.

General information about company	
Scrip code	543747
NSE Symbol	KAMOPAINTS
MSEI Symbol	NOTLISTED
ISIN	INE0BTI01029
Name of the company	KAMDHENU VENTURES LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-05-2024
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	SHASHIKANT TIWARI
Firms Name	CHANDRASEKARAN ASSOCIATES
Qualification	CS
Membership Number	FCS11919
Date of Board Meeting in which appointed	03-04-2024
Date of Issuance of Report to the company	13-05-2024



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Voting results	
Record date	05-04-2024
Total number of shareholders on record date	28253
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	



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Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Sub-division/Split of Equity Shares of the Company and consequent amendment to the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31641960	31641960	100	31641960	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31641960	31641960	100	31641960	0	100
Public-Institutions	E-Voting	6611334	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6611334	0	0	0	0	0
Public- Non Institutions	E-Voting	24617706	366565	1.489	366274	291	99.9206	0.0794
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24617706	366565	1.489	366274	291	99.9206
Total		62871000	32008525	50.9114	32008234	291	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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SCRUTINIZERS' REPORT

To

KAMDHENU VENTURES LIMITED2nd Floor, Tower-A, Building No. 9,
DLF Cyber City, Phase-III, Gurugram,
Haryana-122002

Sub: Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolution contained in the Notice dated April 3, 2024

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of Kamdhenu Ventures Limited (hereinafter referred to as "Company") for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolution contained in the Postal ballot Notice dated April 3, 2024 ("**Notice**") in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular no. 14/2020, 17/2020, 20/2020 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and 25th September, 2023 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") with the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Saturday, 11th May, 2024, 5:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, 5th April 2024 were entitled to vote on the proposed resolution to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their

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shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.

4. The e-voting period remained open from Friday, 12th April, 2024, at 9:00 A.M. (IST) and ended at 5:00 P.M. (IST) on Saturday, 11th May, 2024 on the designated website of NSDL i.e. www.evoting.nsdl.com
5. On Wednesday, April 10, 2024, the Company completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the recorded date i.e. April 5, 2024 received from Depositories i.e. National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**"), Registrars and Share Transfer Agent of the Company ("**RTA**") and whose e-mail id's were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.kamdhenupaints.com), National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) and also published by way of newspaper advertisements dated April 10, 2024 in all editions of "**Financial Express**" (English Edition), and Delhi NCR edition of "**Jansatta**" (Hindi Edition) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballot. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company all editions of "**Financial Express**" (English Edition), and Delhi NCR edition of "**Jansatta**" (Hindi Edition) on April 11, 2024 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer's secured link provided by NSDL through its designated website i.e <https://www.evoting.nsdl.com/>.
9. After completion of e-voting, votes cast by the Members, were unblocked on Saturday, 11.05.2024 at 6:38 P.M. in the presence of two witnesses i.e. Deepti Arora R/o. EA-55, 3rd Floor, Inderpuri, New Delhi-110012 and Mr. Ankit Bansal R/o. F-14, Subhash Chowk, Mangal Bazar, Laxmi Nagar, Delhi-110092, who are not in the employment of the Company.



10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:



---Result to follow---

ITEM NO. 1: SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY: (AS AN ORDINARY RESOLUTION):

"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 subdivision/ 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.)
Authorised Equity Share Capital	6,40,00,000	5	32,00,00,000	32,00,00,000	1	32,00,00,000
Issued, Subscriber and Paid-up Equity Share Capital	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.

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	181	32008525
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	181	32008525

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	175	32008234	99.9991
Against	6	291	0.0009
Total	181	32008525	100.00



14. Based on the aforesaid results, the resolutions as mentioned above has been passed with requisite majority. Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.

Thanking You,
Yours faithfully,

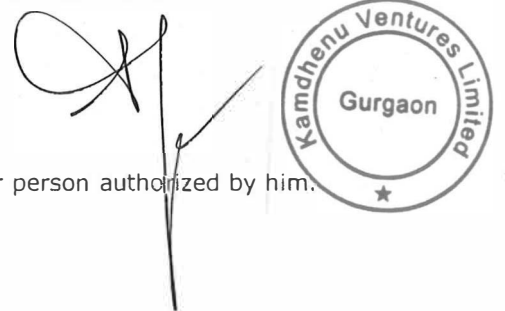
**For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 4186/2023**



Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919F000358969

Date: 13.05.2024
Place: Delhi

Countersigned by:
For and on behalf of
Kamdhenu Ventures Limited



Chairman or person authorized by him.