



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

**Ref: KVL/SEC/2024-25/05**

**Date: 10<sup>th</sup> April, 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: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 3<sup>rd</sup> April, 2024 in terms of Section 110 of the Companies Act, 2013 and the Rules made thereunder along with Explanatory Statement for seeking approval of the members of the Company, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs, for the following Ordinary Resolution as set out in the Notice:

**ORDINARY RESOLUTION**

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

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to its members. The voting rights of the members shall be in proportion to their holding of equity shares in the paid up share capital of the Company. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date i.e Friday, 5<sup>th</sup> April, 2024**, shall only be entitled to cast their vote by e-voting for the Postal Ballot process.

The e-voting period shall **commence at 09:00 A.M (IST) on Friday, 12<sup>th</sup> April, 2024 and shall end at 05:00 P.M (IST) on Saturday, 11<sup>th</sup> May, 2024**. The e-voting facility will be disabled thereafter.

Further, please find below the schedule of events for postal ballot:

| S.No. | Events  | Day/Date   |
|-------|---|--|
| 1.    | Cut-off date for determining members entitled to Vote   | Friday, 5 <sup>th</sup> April, 2024                        |
| 2.    | Date of dispatch of Notice  | Wednesday, 10 <sup>th</sup> April, 2024                    |
| 3.    | Date of publishing the advertisement in newspapers  | Thursday, 11 <sup>th</sup> April, 2024                     |
| 4.    | Date of commencement of Voting by electronic means  | Friday, 12 <sup>th</sup> April, 2024<br>at 09:00 A.M (IST) |
| 5.    | Last date of Voting by electronic means   | Saturday, 11 <sup>th</sup> May, 2024<br>at 05:00 P.M (IST) |
| 6.    | Last date of submission of the Report by the Scrutinizer  | On or before Tuesday, 14 <sup>th</sup><br>May, 2024        |
| 7.    | Date of declaration of the result by the Chairman or any other Director authorised by the Board | On or before Tuesday, 14 <sup>th</sup><br>May, 2024        |
| 8.    | Date on which Resolution will be deemed to be passed  | Saturday, 11 <sup>th</sup> May, 2024                       |

Further, the Postal Ballot Notice along with Explanatory Statement is being sent to all those members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent/ Depositories as on the cut-off date i.e Friday, 5<sup>th</sup> April, 2024. The said Postal Ballot Notice is also available on website of the Company at [www.kamdhenupaints.com](http://www.kamdhenupaints.com) and on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We request you to kindly take the same on records please.

Thanking You,  
Yours Faithfully,

**For Kamdhenu Ventures Limited**

**Nitin Misra**  
**Company Secretary & Compliance Officer**  
**M.No.: FCS 10131**

**Encl: As above**

**KAMDHENU VENTURES LIMITED**

CIN: L51909HR2019PLC089207

**Regd. Office:** 2<sup>nd</sup> Floor, Tower-A, Building No. 9, DLF Cyber City,  
Phase-III, Gurugram, Haryana-122002, **Phone:** 0124-4604500,**E-mail:** [cs@kamdhenupaints.com](mailto:cs@kamdhenupaints.com), **Website:** [www.kamdhenupaints.com](http://www.kamdhenupaints.com)**POSTAL BALLOT NOTICE****Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the '**Act**') read with the Companies (Management and Administration) Rules, 2014, (**'Rules'**) (which shall include any statutory modifications, amendments or re-enactments thereto,) read with General Circular 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 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), 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**") including the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other relevant circulars issued by the Securities & Exchange Board of India, if any, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs and any other applicable laws, rules and regulations circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Shareholders of the Company (as on the Cut-off Date), for resolution as set out in this Postal Ballot Notice ("**Notice**"), for sub-division/ split of equity shares of the Company, such that 1 (One) Equity Share of Rs. 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, and by subsequent alteration of Clause V of the Memorandum of Association of the Company, through Postal Ballot only by way of voting by electronic means ("**Remote e-voting**").

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("**the Postal Ballot Notice**").

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is only by way of remote e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The Company has made necessary arrangements with Skyline Financial Services Private Limited, Registrar and Share Transfer Agent ("**RTA**") of the Company, to enable the Shareholders to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Notice is also available on the website of the Company.

Accordingly, in compliance with the requirements of MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent by the Company only through electronic means to all the Shareholders whose email addresses are registered with the Company, RTA and Depository Participants and whose names are recorded in the Register of Members of the Company or in

the Register of Beneficial Owners maintained by the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 5<sup>th</sup> April, 2024 (“Cut-off Date”) and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

***Remote E-voting period shall commence on Friday, 12<sup>th</sup> April, 2024 (at 09:00 A.M IST) and end on Saturday, 11<sup>th</sup> May, 2024 (at 05:00 P.M IST) (both days inclusive).***

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Saturday, 11<sup>th</sup> May, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once vote on a resolution is cast by the Member, they will not be allowed to change it subsequently or cast the vote again. The voting rights of the Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, 5<sup>th</sup> April, 2024.

The Board of Directors has appointed Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Shri Shashikant Tiwari (Membership No. FCS-11919), Partner, M/s. Chandrasekaran Associates, Company Secretaries, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through E-voting process in a fair and transparent manner.

Subject to the receipt of sufficient votes cast by the members of the Company, the Resolution shall be deemed to be passed on the last date of voting i.e. on Saturday, 11<sup>th</sup> May, 2024. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.kamdhenupaints.com](http://www.kamdhenupaints.com) and on NSDL Website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and Stock Exchanges’ website at <https://www.bseindia.com> and <https://www.nseindia.com> and shall also be displayed at the registered office of the Company.

#### **SPECIAL BUSINESS:**

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

To consider and if thought fit, to pass the following resolution 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 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.) |
| 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.

**By Order of the Board of Directors  
For Kamdhenu Ventures Limited**

**Date: 03.04.2024**  
**Place: Gurugram, Haryana**

**Sd/-  
(Nitin Misra)  
Company Secretary & Compliance Officer  
Membership No. F10131**

Registered Office: 2<sup>nd</sup> Floor, Tower-A,  
Building No. 9, DLF Cyber City, Phase-III,  
Gurugram, Haryana-122002

**Notes:**

1. The Explanatory Statement pursuant to Sections 102(1) of the Act and Regulation 17(11) of SEBI Listing Regulation setting out material facts of the proposed resolution is annexed hereto and forms a part of this Postal Ballot Notice.
2. Members who have not registered their e-mail addresses with the Company's/RTA or their Depository Participant ("DP") are requested to register the same with the RTA in accordance with the process specified herein below, for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in this Postal Ballot Notice.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 3.00 P.M. (IST) and 5.00 P.M. (IST) on all working days (except Saturdays, Sundays and Holidays) up to the last date of e-voting. Such documents shall also be made available on the Company's website [www.kamdhenupaints.com](http://www.kamdhenupaints.com) to facilitate online inspection up to the last date of e-voting.
4. In terms of the MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent only to the Shareholders in electronic mode ONLY, whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with the Company/RTA/Depository Participant(s), as on Friday, 5<sup>th</sup> April, 2024 ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only and the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the ASSENT or DISSENT of the Shareholders would only take place through the e-voting system only, in compliance with the provisions of Sections 108 of the Act read with the rules framed thereunder and the MCA Circulars.
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 and Section 110 of the Act read with applicable Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically and for the same, the Company has engaged the services of National Securities Depository Limited ('NSDL'). The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.kamdhenupaints.com>, NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and Stock Exchanges' website <https://www.bseindia.com> and <https://www.nseindia.com>.
6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 5<sup>th</sup> April, 2024.
7. The Board of Directors has appointed Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Shri Shashikant Tiwari (Membership No. FCS-11919), Partner, M/s. Chandrasekaran Associates, Company Secretaries, as the scrutinizer for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make, not later than Two working days of the conclusion of the e-voting i.e., by Tuesday, 14<sup>th</sup> May, 2024, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the National Stock Exchange of India Limited and the BSE Limited and shall also be available on the Company's website [www.kamdhenupaints.com](http://www.kamdhenupaints.com) and on

NSDL Website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and Stock Exchanges' website at <https://www.bseindia.com> and <https://www.nseindia.com>.

8. Subject to the receipt of sufficient votes cast by the members of the Company, the resolution shall be deemed to be passed on the last date specified for e-voting, i.e. Saturday, 11<sup>th</sup> May, 2024 in terms of SS-2.
9. As required under Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) having nationwide circulation and one Hindi newspaper (in vernacular language i.e. Hindi), having wide circulation in the district where the registered office of the Company is situated.
10. The remote e-voting period shall commence on Friday, 12<sup>th</sup> April, 2024 (at 09:00 A.M IST) and shall end on Saturday, 11<sup>th</sup> May, 2024 (at 05:00 P.M IST) (both days inclusive). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e Friday, 5<sup>th</sup> April, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
11. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [cs@kamdhenupaints.com](mailto:cs@kamdhenupaints.com).
12. Members may download the Notice from the Company's website at [www.kamdhenupaints.com](http://www.kamdhenupaints.com) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The resolution if passed by requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (Remote E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Saturday, 11<sup>th</sup> May, 2024.
15. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as under:
  - a) Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company [www.kamdhenupaints.com](http://www.kamdhenupaints.com), 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@kamdhenupaints.com](mailto:cs@kamdhenupaints.com) or to the RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com).
  - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
16. Members may note that anytime before the Record Date, should the competent regulatory authority(ies) issue any circular, amendment, or notification permitting the issue of securities only in demat form, the Company will accordingly, at its sole discretion, issue equity shares in demat form only, upon sub-division/ split.
17. The Members holding Shares in Physical form as on Record Date are requested to convert their Shares into Demat mode, so that the Corporate Action may be done in electronic mode. However, the Board



shall issue Physical Share Certificate to the Member holding their Shares in physical form on the Record date, wherever required.

18. For members who hold shares in physical form, the Securities and Exchange Board of India (“SEBI”), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities.

Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

Members may refer to SEBI Master Circular, relevant Investor Service Request Forms and contact details for sending requisite forms/ documents, available on the website of the Company at <https://www.kamdhenupaints.com/notice-to-shareholders>.

19. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

#### **VOTING THROUGH ELECTRONIC MEANS :**

##### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>”</p> |

|  |  |
|--|--|
|  | <p><b>Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>  |
| <p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30         |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

#### 4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 128325 then user ID is 128325001*** |

#### 5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

#### 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. **The EVEN of Company is 128325**
3. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company [www.kamdhenupaints.com](http://www.kamdhenupaints.com), 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@kamdhenupaints.com](mailto:cs@kamdhenupaints.com) or to the RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESS AS SET OUT IN ITEM NO. 1.**

**ITEM NO. 1:**

The Board of Directors of the Company at their Meeting held on 3<sup>rd</sup> April, 2024, considered and approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of equity shares in such a manner, that 1 (one) equity share having face value of Rs. 5/- (Rupees Five only) each fully paid-up, be sub-divided into 5 (Five) equity shares having face value of Re. 1/- (Rupee One only) each fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board of Directors ("**Record Date**") to be determined by the Board of Directors or any committee of the Board or any individual authorized by the Board.

In the opinion of the Board of Directors, the proposed sub-division/ split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large. In order to enhance liquidity of the Company's equity shares and to encourage participation of small investors by making equity shares of the Company more attractive to invest it is in the best interest of the Company that the equity shares of the Company be Sub-divided/Split in the aforesaid manner.

The Sub-division/ Split of equity shares of the Company as aforesaid will also require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the aggregate amount of authorized, subscribed, issued and paid-up share capital of the Company on account of Sub-Division/Split of the Equity Shares. Further, such Sub-Division/Split shall not be construed as reduction in share capital of the Company in any manner, in accordance with the applicable provisions of the Companies Act, 2013. Accordingly, the Capital Clause in the Memorandum of Association of the Company will be revised as follows:

*"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".*

The Board of Directors, therefore, recommend an Ordinary Resolution as set out in the Notice of the Postal Ballot for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, Sunday and Holidays, upto the date of closure of remote e-Voting period i.e., Saturday, 11th May, 2024.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors  
For Kamdhenu Ventures Limited**

**Sd/-**

**(Nitin Misra)**

**Company Secretary & Compliance Officer  
Membership No. F10181**

**Date: 03.04.2024**

**Place: Gurugram, Haryana**

Registered Office: 2<sup>nd</sup> Floor, Tower-A,  
Building No. 9, DLF Cyber City, Phase-III,  
Gurugram, Haryana, 122002