

**KAMDHENU VENTURES LIMITED**

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

KVL/SEC/2024-25/79**Date: 25th March, 2025**

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****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 13th February, 2025, 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 and the Securities Exchange Board of India, for the following Special Resolution as set out in the Notice:

SPECIAL RESOLUTION

Re-appointment of Shri Saurabh Agarwal, as Managing Director (DIN- 00005970), for a further period of 3 years, w.e.f. 1st June, 2025 to 31st May, 2028.

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, 21st March, 2025**, 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 Wednesday, 26th March, 2025 and shall end at 05:00 P.M (IST) on Thursday, 24th April, 2025**. 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, 21 st March, 2025
2.	Dispatch of Notice to Shareholders	Tuesday, 25 th March, 2025
3.	Date of commencement of Voting by electronic means	Wednesday, 26 th March, 2025 at 09:00 A.M (IST)
4.	Last date of Voting by electronic means	Thursday, 24 th April, 2025 at 05:00 P.M (IST)
5.	Last date of submission of the Report by the Scrutinizer	On or before Monday, 28 th April, 2025
6.	Date of declaration of the result by the Chairman or any other Director authorised by the Board	On or before Monday, 28 th April, 2025
7.	Date on which Resolution will be deemed to be passed	Thursday, 24 th April, 2025

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, 21st March, 2025. The said Postal Ballot Notice is also available on website of the Company at www.kamdhenupaints.com, on website of both the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the e-voting website of the National Securities Depository Limited at www.evoting.nsdl.com.

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

Thanking You,
Yours Faithfully,

For Kamdhenu Ventures Limited

Nikhil Sukhija
Company Secretary & Compliance Officer
M.No.: ACS 66209

Encl: As above

KAMDHENU VENTURES LIMITED

CIN: L51909HR2019PLC089207

Regd. Office: 2nd Floor, Tower-A, Building No. 9, DLF Cyber City, Phase-III, Gurugram, Haryana-122002, **Phone:** 0124-4604500,**E-mail:** cs@kamdhenupaints.com,**Website:** 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**

Remote e-Voting starts on:	Remote e-Voting ends on:
Wednesday, 26 th March, 2025 at 9.00 A.M. (IST)	Thursday, 24 th April, 2025 at 5.00 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and any other applicable laws, rules, circulars, notifications and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], that the resolution set out below is proposed to the Members of Kamdhenu Ventures Limited (**"the Company"**) to be passed as a Special Resolution by way of Postal Ballot only through remote e-Voting.

Pursuant to and in compliance with 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 compliance with the aforementioned MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent by e-mail to all Members of the Company whose e-mail addresses are registered with the Company or its Registrar and Transfer Agent (**"RTA"**) or the Depository Participant(s) 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, 21st March, 2025** (**"cut-off date"**) and to all other persons so entitled. The communication of assent/ dissent of the Members will only take place through the remote e-Voting. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-voting facility to its Members as on the cut-off date, **Friday, 21st March, 2025**, to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.kamdhenupaints.com/general-meeting> and on the website of National Securities

Depository Limited www.evoting.nsdl.com and the same is also available on the website of BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com.

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 (FRN: P1988DE002500), as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and remain available for the said purpose. The Scrutinizer's decision on the validity of the voting shall be final.

Remote E-voting period shall commence on Wednesday, 26th March, 2025 (at 09:00 A.M IST) and end on Thursday, 24th April, 2025 (at 05:00 P.M IST) (both days inclusive). The remote 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, he/she will not be allowed to change it subsequently or cast the vote again.

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 **Thursday, 24th April, 2025**. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other officer so authorized. The results of remote e-voting will be announced within two working days after the last date of voting and will be uploaded on the Company's website and will also be communicated to the Stock Exchanges and NSDL and will also be displayed at the registered office and corporate office of the Company.

As the voting on resolution will take place only through remote e-voting, therefore, to enable participation in the remote e-voting process by those members, to whom Postal Ballot Notice could not be sent due to non-availability of valid email address, the Company has made appropriate arrangements with its Registrar and Share Transfer Agent for registration of email addresses in terms of the above-mentioned Circular, please refer the Postal Ballot Notice for the same.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-Voting facility provided by the Company.

SPECIAL BUSINESS:

Re-appointment of Shri Saurabh Agarwal, as Managing Director (DIN- 00005970), for a further period of 3 years, w.e.f. 1st June, 2025 to 31st May, 2028.

To consider and if thought fit, to pass the following resolution as a **"Special Resolution"**:

"RESOLVED THAT in accordance with the provisions of Sections 2(54), 196, 197, 198, 203 read with Schedule - V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy and subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required and pursuant to the recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as **"the Board"** which term shall be deemed to include, unless the context otherwise requires, any Committees of the Board to exercise the powers conferred on the Board under this resolution), consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Saurabh Agarwal (DIN: 00005970) as the Managing Director of the Company, liable to retire by rotation, for a further period of 3 (three) years with effect from June 1, 2025 upto

May 31, 2028 (both days inclusive), at a monthly remuneration of Rs. 40,00,000/- (Rupees Forty Lakh Only) and perquisites and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding Rs. 1,00,000/- (Rupees One Lakh only) per month and upon the terms & conditions of appointment, as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT on the recommendation of Audit Committee, Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby further accorded that the above said remuneration shall be paid by the Subsidiary Company namely Kamdhenu Colour and Coatings Limited to Shri Saurabh Agarwal in the capacity of Managing Director and that no remuneration shall be paid by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance provisions of the Companies Act, 2013 read with Schedule – V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, and as may be agreed to between the Board of Directors and Shri Saurabh Agarwal.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, for which purpose it may delegate powers to the Company Secretary or any other person deemed appropriate.”

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

**Sd/-
Sunil Kumar Agarwal
Chairman & Director
DIN: 00005973**

Date: 13.02.2025

Place: Gurugram, Haryana

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

Notes:

1. The Explanatory Statement pursuant to Sections 102(1) and 110 of the Act read with Rule 20 and 22 of the Rules 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. It also contains all the requisite disclosures as specified in the applicable provisions of the Companies Act, 2013 read with the rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. All the material documents referred to statement pursuant to Section 102 of the Act will be available for inspection at the Registered Office of the Company during 10:00 A.M (IST) to 6:30 P.M. (IST) on all working days (except Saturday & Sunday) from the date of dispatch until the last date for receipt of votes by remote e-voting. Alternately, Members may also send their requests to cs@kamdhenupaints.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
3. 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, 21st March, 2025 ("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 remote e-voting system only, in compliance with the provisions of Section 108 of the Act read with the rules framed thereunder and the MCA Circulars.
4. 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 and Stock Exchanges' website <https://www.bseindia.com> and <https://www.nseindia.com>.
5. 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, 21st March, 2025**.
6. 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, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or the other person authorized in this regard. The Chairman or any other person authorized 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 and on NSDL Website www.evoting.nsdl.com and Stock Exchanges' website at <https://www.bseindia.com> and <https://www.nseindia.com>. Such results will also be displayed on the notice board of the Company at its Registered Office.

7. Subject to the receipt of sufficient votes casted by the members of the Company, the resolution shall be deemed to be passed on the last date specified for e-voting, i.e. **Thursday, 24th April, 2025** in terms of SS-2. Further, resolution passed by the members through this Postal Ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members. The deemed venue for recording of the proceedings of the declaration of the result of Postal Ballot shall be the registered office of the Company situated at 2nd Floor, Tower-A, Building No. 9, DLF Cyber City, Phase-III, Gurugram, Haryana-122002.
8. 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 atleast one English newspaper (in English language) having nationwide circulation and one vernacular newspaper in the principal vernacular language of the district (in vernacular language i.e. Hindi), having wide circulation in the district where the registered office of the Company is situated.
9. The remote e-voting period shall commence on **Wednesday, 26th March, 2025 (at 09:00 A.M IST)** and shall end on **Thursday, 24th April, 2025 (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, 21st March, 2025**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
10. 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 or to the Company at cs@kamdhenupaints.com.
11. Members may download the Notice from the Company's website at www.kamdhenupaints.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. 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, 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 or to the RTA at admin@skylinerta.com.
 - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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.
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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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

	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 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 For example if folio number is 001*** and EVEN is 133392 then user ID is 133392001***

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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 with a copy marked to evoting@nsdl.com. 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kamdhenupaints.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 cs@kamdhenupaints.com. 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.com 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:

Shri Saurabh Agarwal was appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st June, 2022 and his current tenure as Managing Director will expire on 31st May, 2025.

Based on the recommendation of Audit Committee, Nomination and Remuneration Committee, the Board of Directors at their respective meetings held on 13th February, 2025, subject to approval of members, had approved the re-appointment of Shri Saurabh Agarwal as Managing Director of the Company, liable to retire by rotation, for a further period of 3 (three) years, from 1st June 2025 to 31st May, 2028 (both days inclusive) at a monthly remuneration of INR 40,00,000/- (Rupees Forty Lakhs only). Apart from the remuneration he shall also be eligible for perks and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding Rs. 1,00,000/- (Rupees One Lakh only) per month, which shall be payable to him from Company's wholly owned subsidiary, Kamdhenu Colour and Coatings Limited ("KCCL"), with effect from 1st June, 2025, subject to the approval of Shareholders of the Company.

Shri Saurabh Agarwal is not disqualified from being re-appointed as a Managing Director in terms Section 164 of the Act and not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority.

As per the provisions of Sections 196 and 197 of the Act and the Rules thereunder, a Managing Director can be appointed or re-appointed with the approval of the Members in the General Meeting.

Moreover, as per Regulation 17(6)(e), where the aggregate remuneration paid to Executive Directors, who are either promoters or part of the promoter group, exceeds rupees 5 crore or 2.5 per cent of the net profits of the company, whichever is higher, approval by way of Special Resolution shall be required. Shri Saurabh Agarwal is part of the promoter group, and aggregate remuneration payable to him from the KCCL, during any financial year may exceed the aforesaid mentioned limit.

The Company has received the following documents from Shri Saurabh Agarwal w.r.t to his re-appointment as Managing Director of the Company, liable to retire by rotation:

- a. Notice in writing under Section 160 of the Companies Act, 2013;
- b. Consent to act as Managing Director of the Company;
- c. Disclosure in terms of Section 184 of the Companies Act, 2014, in form MBP-1.
- d. Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that he is not disqualified for holding office of Director in the Company;
- e. Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The total remuneration and perquisites payable to the Shri Saurabh Agarwal, Managing Director from KCCL shall be within the ceiling limits prescribed in Sections 197 to 200 of the Companies Act, 2013. Shri Saurabh Agarwal also re-appointed as Managing Director of KCCL w.e.f 1st June, 2025 for a period of 3 years.

The Board of Directors (hereinafter referred to as "**the Board**") which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers

including the powers conferred under this resolution) are authorized to revise/alter/modify/amend the terms and conditions of the said re-appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision/ variation are in consonance provision of the Companies Act, 2013 read with Schedule-V thereto, and/or any guidelines prescribed by the Government from time to time and/or other competent authority if any, as may be agreed to between the Board of Directors and Shri Saurabh Agarwal.

Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours from 10:00 A.M. to 6: 30 P.M. on all working days (except Saturday & Sunday), till the last date of remote e-voting.

A copy of the agreement entered into between Shri Saurabh Agarwal and the Company in terms of Section 190 of the Companies Act, 2013 is available at the Registered Office of the Company for inspection on any working day (except Saturday & Sunday) during normal working hours of the Company.

During the tenure of his employment, he shall devote his sufficient time to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Policies and Procedures.

Further, in terms of the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act, wherever applicable, the Board of Directors recommends the resolution for approval of the members by way of a Special Resolution.

The following information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is also be taken note of with regard to re-appointment of Shri Saurabh Agarwal as Managing Director of the Company:

Brief Profile

Shri Saurabh Agarwal aged 50 years is B.E. in Mechanical from R.V. College of Engineering, Bengaluru. He is a dynamic entrepreneur having technical expertise in plant operations. He has been in association with Kamdhenu Group since 2003. By dint of his hard work and extraordinary innovative wisdom, he has made rapid growth within the company since then, he has been a mentor to the Kamdhenu Group.

He has been instrumental in diversifying into paints business with a state-of-the-art manufacturing unit in Chopanki, Rajasthan in year 2007. The company takes pride in being one of the prominent manufacturer of decorative paints having Pan India presence. Ambitious and energetic, Shri Saurabh Agarwal avows for growth of brand Kamdhenu and envisions to make it a well-known international brand in a few years time.

Name of Director	Shri Saurabh Agarwal
Date of First Appointment on the Board of the Company	19.10.2019

Age	50 Years
Qualification	B.E.(Mech.) from R.V. College of Engineering, Bengaluru.
Experience	22 Years
Nature of expertise in specific functional areas	BE Mechanical from R.V. College of Engineering, Bengaluru, having technical expertise in plant operations and decorative Paints.
Terms and Conditions of appointment/re-appointment	Appointment as Managing Director, liable to retire by rotation of the Company in terms of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, for a period of 3 (Three) years commencing from 1 st June, 2025 subject to approval of Shareholders.
Past Remuneration	No past remuneration has been paid to Shri Saurabh Agarwal from the Company. However, remuneration of Rs. 288.79 Lakh per annum during the FY 2024-25 has been paid/ payable by Kamdhenu Colour and Coatings Limited ("KCCL"), Wholly Owned Subsidiary of the Company. Further, a remuneration of Rs. 288 Lakh per annum has been paid to Shri Saurabh Agarwal from KCCL during the Financial Year 2023-24.
Proposed Remuneration	Remuneration of Rs. 40,00,000/- per month (Rupees Forty Lakh Only) and perquisites and other benefits viz. reimbursement of telephone Bills, car repairs, driver salary, reimbursement of petrol & fuel expenses, books & periodicals etc. not exceeding Rs. 1,00,000/- per month is proposed to be paid from KCCL.
Shareholding in the Company as on the date of Postal Ballot Notice (self and beneficial basis)	2,16,03,140 Equity Shares
Inter-se relationship between Director/Manager and other KMPs	Shri Saurabh Agarwal is the brother of Shri Sachin Agarwal, Non-Executive Director and also related to Shri Sunil Kumar Agarwal, Chairman of the Company
Number of Meetings attended during the FY 2024-25 (up to the date of the Postal Ballot notice)	Attended all five meetings of the Board held during the financial year 2024-25 up to the date of this notice.
Names of listed entities in which they also holds the directorship and the membership of Committees of the board	1. Kamdhenu Ventures Limited: <ul style="list-style-type: none"> - Audit Committee - Risk Management Committee - Stakeholders Relationship Committee 2. Kamdhenu Limited: <ul style="list-style-type: none"> - Stakeholders Relationship Committee - Nomination and Remuneration Committee
Details of listed entities from which they has	Shri Saurabh Agarwal has been re-designated as Non-Executive, Non- Independent Director of Kamdhenu Limited w.e.f June 1,

resigned in the past three years.	2022 and he has not resigned from any Listed Entity in preceding three years.
Directorships in other Companies	<ol style="list-style-type: none"> 1. Kamdhenu Limited 2. Radhey Bio. Tech Private Limited 3. Kamdhenu Metallic Industries Limited 4. Kamdhenu Colour and Coatings Limited 5. Kamdhenu Global Alliance Limited
Stock Option	Nil

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

None of the Directors or KMP of the Company except Shri Sunil Kumar Agarwal, Shri Saurabh Agarwal and Shri Sachin Agarwal and their respective relatives is/are concerned or interested financially or otherwise in the Resolution at Item No. 1 of the accompanying Notice, except to the extent of their shareholding.

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

**Sd/-
Sunil Kumar Agarwal
Chairman & Director
DIN: 00005973**

Date: 13.02.2025

Place: Gurugram, Haryana

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