



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

Ref: KVL/SEC/2023-24/32

Date: 29th June, 2023

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.: Notice of 02/2023-24 Extra-Ordinary General Meeting (EGM) of Kamdhenu Ventures Limited ("the Company") scheduled to be held on Monday, 24th July, 2023 through VC/OAVM.

Dear Sir/Ma'am,

In furtherance to our earlier intimation, made vide letter No. KVL/SEC/2023-24/31 dated 28th June, 2023 and pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereto, please find enclosed herewith Notice of the 02/2023-24 Extra-Ordinary General Meeting of the Company scheduled to be held on Monday, 24th July, 2023 at 11:00 A.M (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, for seeking the approval of Shareholders on the following specials businesses;

- 1) Increase in Authorised Share Capital of the Company and Consequential Amendment in Memorandum of Association of the Company.
- 2) Approval for Issue of Bonus Equity Shares to Shareholders of the Company

Further, pursuant to the applicable circulars on holding of the General Meeting through VC/OAVM, the notice of this EGM is being sent through electronic mode only, to all the shareholders whose email address are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants as on the closure of the business hours of Friday, 23rd June, 2023.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to vote on resolutions proposed to be passed at the EGM by electronic means through remote e-voting or through voting at the EGM (Instapoll).



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Phase-III, Gurugram, Haryana - 122002 (India)

The members whose names are registered with the Company / Depository Participants and whose names appears in the register of members as on the cut-off date i.e Monday, 17th July, 2023 shall be entitled to vote on the resolutions proposed to be passed at the EGM.

The Facility of Remote E-voting will be available during for the following period;

Commencement of remote e-voting	9:00 A.M. (IST) on Friday 21 st July, 2023
End of remote e-voting	5:00 P.M. (IST) on Sunday 23 rd July, 2023

The EGM Notice along with explanatory statements and e-voting instructions is available on the website of the Company i.e www.kamdhenupaints.com, as well as on the website of 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 website of the National Securities Depository Limited (NSDL), at www.evoting.nsdl.com.

You are requested to kindly take the above information on records.

Thanking you,

Yours faithfully,

For Kamdhenu Ventures Limited

Nitin Misra,
Company Secretary & Compliance Officer

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

NOTICE OF 02/2023-24 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 02/2023-24 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Kamdhenu Ventures Limited (“the Company”) will be held on Monday, the 24th day of July, 2023 at 11:00 A.M (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), to transact the following business. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Business:

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN 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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and on the recommendation of the Board of Directors and subject to approval of any statutory or other authority, if any, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 24,55,00,000 (Rupees Twenty Four Crore Fifty Five Lakhs Only) which comprises of Rs. 20,05,00,000/- (Rupees Twenty Crore and Five Lakhs) Equity Share Capital divided into 4,01,00,000 (Four Crore and One lakh) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 36,50,00,000 (Rupees Thirty Six Crore Fifty Lakhs Only) which comprises of Rs. 32,00,00,000/- (Rupees Thirty Two Crore) Equity Share Capital divided into 6,40,00,000 (Six Crore Forty lakhs) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorized Share Capital of the Company is Rs. 36,50,00,000 (Rupees Thirty Six Crore Fifty Lakhs Only) which comprises of Rs. 32,00,00,000/- (Rupees Thirty Two Crore) Equity Share Capital divided into 6,40,00,000 (Six Crore Forty lakhs) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to bring about increase and alteration of the Authorized Share Capital in the manner as aforementioned, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies.”

2. APPROVAL FOR ISSUE OF BONUS EQUITY SHARES TO SHAREHOLDERS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of Chapter XI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any modification(s), amendment(s) or re-enactment(s) for the time being in force) and other applicable notifications, guidelines, circulars and regulations issued by Securities Exchange Board of India from time to time, and in accordance with the rules, regulations, guidelines, prescribed by the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and enabling provisions of Articles of Association of the Company, and subject to applicable approvals, permissions, consents and sanctions as may be required from concerned statutory authorities, if any, as may be applicable, and pursuant to the recommendation of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization to the extent of Rs. 15,71,77,500/- (Rupees Fifteen Crore Seventy-One Lakhs Seventy-Seven Thousand Five Hundred only) as available in the Securities premium account of the Company, for the purpose of Issuance 3,14,35,500 (Three Crore Fourteen Lakhs Thirty-Five Thousand Five Hundred) fully paid up Bonus Equity Shares of Rs. 5/- each, to the shareholders of the Company in the proportion of **One fully paid up equity shares of Rs. 5/- each for every One fully paid equity share of Rs.5/- each held** (Ratio 1:1) held by the equity shareholders of the Company whose names appears in the Register of members of the Company/ List of Beneficial owners as maintained with the Depositories as on the Record Date as may be determined by the Board for the said purpose and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Shareholders and not as the income of the Shareholders.

RESOLVED FURTHER THAT all such new equity shares as and when allotted shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects and shall always be subject to the applicable terms and conditions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosures Requirements), the allotment of shares in bonus issue shall be made in dematerialized form only and thus, in case of members who holds equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case

of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT the allotment of new equity bonus shares to the extent that they relate to non-residents including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT the Board of Directors or any Committee authorized by the Board to exercise its powers or any officer(s) of the Company authorized by the Board in this regards, be and is hereby authorized to take necessary steps for listing of the bonus equity shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the SEBI Listing Regulations, as amended and other applicable laws, rules, regulations and guidelines, as issued by SEBI and for the purpose of giving effect to the above resolution, be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to execution and filing of all such documents, instruments and writings as may be required; filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs, Reserve Bank of India and/ or any concerned authorities; applying and seeking necessary listing approvals from the Stock Exchanges; to settle any question, difficulty or doubt that may arise in this regard and to do such acts as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental in regard to issue of bonus shares.”

**By order of The Board of Directors of
Kamdhenu Ventures Limited
Sd/-
(Sunil Kumar Agarwal)
Chairman
DIN: 00005973**

Date: June 28, 2023

Place: Gurugram

CIN: L51909HR2019PLC089207

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

Phone: 0124-4604571

E-mail: cs@kamdhenupaints.com

Website: www.kamdhenupaints.com

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred as 'SEBI Circulars') and MCA Circulars collectively referred as '**Circulars**') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) has been appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
3. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice. Notice shall also be available on the website of the Company www.Kamdhenupaints.com.
4. Notice of the meeting is being sent to all such Equity Shareholders who hold shares as on the closure of business hours on Friday, 23rd June, 2023. Further, a person, whose name is 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 of e-voting i.e. Monday, 17th July, 2023 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
5. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - 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, 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 info@skylinerta.com .

b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

6. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**

7. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	21st July, 2023 at 9:00 A.M. IST
End of remote e-voting	23rd July, 2023 at 5:00 P.M. IST

8. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.

9. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

10. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

11. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	Website
Kamdhenu Ventures Limited	www.Kamdhenupaints.com
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
NSDL agency for providing the Remote e-Voting facility)	www.evoting.nsdl.com

12. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Mr. Nitin Misra, Company Secretary & Compliance Officer of the Company at cs@kamdhenupaints.com.

13. The Board of Directors of the Company has appointed Mr. Shashikant Tiwari, Partner, (Membership No. FCS 11919) failing him, Mr. Rupesh Agarwal, Managing Partner, (Membership No. ACS 16302) of M/s. Chandrasekaran Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

14. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at shashikant@cacsindia.com and Company on cs@kamdhenupaints.com in terms of

the provisions of Section 112 and Section 113 of the Act for the purpose of remote e-voting and e-voting during the EGM.

15. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or 3 (three) days in terms of the Act (whichever is earlier) from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
16. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.kamdhenupaints.com and on the website of NSDL at www.evoting.nsdl.com.
17. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.
18. Pursuant to the Regulation 294(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the allotment of Bonus equity shares, as detailed in Item No. 2 of this Notice, shall be made in dematerialized form only. Further, in consideration of the aforesaid SEBI ICDR Regulations and pursuant to the applicable, circulars, notifications, guidelines, regulations as issued by SEBI from time to time, the members of the Company holding shares of the Company in physical form are requested to get the same dematerialized, on or before the record date, as would be fixed by the Board of Directors of the Company, so that the allotment of Bonus equity shares to the eligible members can be made in demat form only. In the case of Members who holds equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

Instructions:

1. Pursuant to the Circulars mentioned above, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. Therefore Attendance Slip is not annexed to the notice.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. Therefore Proxy form is not annexed to the notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Friday, 21st July, 2023 at 09:00 A.M. (IST)** and ends on **Sunday, 23rd July, 2023 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Monday, 17th July, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 17th July, 2023**.

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 and joining virtual meeting 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.nsd.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 or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

	<p>“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 or joining virtual meeting & voting during the meeting.</p> <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> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>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.</p> <p>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.</p>

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 or joining virtual meeting & voting during the meeting.
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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.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 and the **EVEN for EGM is 124368.**

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 124368 then user ID is 101456001***

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.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 and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 shashikant@cacsindia.com with a copy marked to 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 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at 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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at cs@kamdhenupaints.com latest by Wednesday, 19th July 2023 by 05:00 P.M(IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.

6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@kamdhenupaints.com) latest by Wednesday, 19th July, 2023. The same will be replied by the company suitably.

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

**Sd/-
(Sunil Kumar Agarwal)
Chairman
DIN: 00005973**

**Date: 28th June, 2023
Place: Gurugram**

CIN: L51909HR2019PLC089207
Regd. Office: 2nd Floor, Tower-A, Building No. 9,
DLF Cyber City, Phase-III, Gurugram, Haryana-122002,
Phone: 0124-4604571
E-mail: cs@kamdhenupaints.com
Website: www.kamdhenupaints.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1 AND 2.

Item No. 1

Currently the Authorized Share Capital of the Company is Rs. 24,55,00,000 (Rupees Twenty-Four Crore Fifty-Five Lakhs Only) which comprises of Rs. 20,05,00,000/- (Rupees Twenty Crore and Five Lakhs) Equity Share Capital divided into 4,01,00,000 (Four Crore and One lakh) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each.

In order to issue equity shares of the Company by way of Bonus Issue as proposed in Item No. 2 of this Notice and in accordance with the provisions of Section 63 of the Companies Act, 2013 read with Companies (Issue of Securities and Debentures) Rules, 2014 and other applicable provisions of the companies Act, 2013 and Chapter XI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company needs to increase its authorized capital which could go beyond the present Authorized Share Capital of the Company, available for the purpose. Thus, it necessitates an increase in the Authorized Capital of the Company.

The Board of Directors had in their meeting held on 28th June, 2023 pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 approved the increase in Authorized Share Capital of the Company from the present 24,55,00,000 (Rupees Twenty Four Crore Fifty Five Lakhs Only) which comprises of Rs. 20,05,00,000/- (Rupees Twenty Crore and Five Lakhs) Equity Share Capital divided into 4,01,00,000 (Four Crore and One lakh) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 36,50,00,000 (Rupees Thirty Six Crore Fifty Lakhs Only) which comprises of Rs. 32,00,00,000/- (Rupees Thirty Two Crore) Equity Share Capital divided into 6,40,00,000 (Six Crore Forty lakhs) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each and subsequent alteration to and substitution of the existing Clause V of the Memorandum of Association (“MOA”) of the Company to react the corresponding changes in the Authorized Share Capital of the Company, subject to approval of the members and such other approvals as may be required, with the following new Clause V.

“The Authorized Share Capital of the Company is Rs. 36,50,00,000 (Rupees Thirty Six Crore Fifty Lakhs Only) which comprises of Rs. 32,00,00,000/- (Rupees Thirty Two Crore) Equity Share Capital divided into 6,40,00,000 (Six Crore Forty lakhs) Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each and Rs. 4,50,00,000 (Rupees Four Crore and Fifty lakhs Only) divided into 45,00,000 (Forty Five lakhs) Preference Share of Face Value of Rs. 10/- (Rupees Ten Only) each.”

Since in terms of Sections 13 and 61 of the Companies Act, 2013 read with the relevant rules framed thereunder, any increase in the Authorized Share Capital and the consequential alteration of the capital clause of the Memorandum of Association, requires the approval of the shareholders, a resolution has been set out item no. 1 of the notice and is recommended by your directors for approval by way of an Ordinary Resolution.

The Board of Directors hereby confirm that none of the directors or key managerial personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 2:

With a view to rationalize the Capital Structure of the Company and in order to improve liquidity in the shares of the Company on the stock exchange platforms, the Board of Directors of the Company in their Board Meeting held on Wednesday, 28th June, 2023, in accordance with the provisions of Section 63 and other applicable provisions of Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of Chapter XI of SEBI ICDR Regulations, SEBI Listing Regulations, and as per the enabling provisions of the Article No. 70 of the Articles of Association of the Company, and subject to applicable approvals, permissions, consents and sanctions as may be required from concerned statutory authorities, subject to approval of Shareholders of the Company, approved and recommended to capitalize to the extent of Rs. 15,71,77,500/- (Rupees Fifteen Crore Seventy-One Lakhs Seventy-Seven Thousand Five Hundred only) or such other amount from and out of the Securities premium account of the Company for the purpose of Issuance and allotment of 3,14,35,500 (Three Crore Fourteen Lakhs Thirty-Five Thousand Five Hundred) fully paid up Bonus Equity Shares of Rs. 5/- each, to the shareholders of the Company in the proportion of One fully paid up equity shares of Rs. 5/- each for every One fully paid equity share of Rs.5/- each held that is in the ratio of 1:1.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the credit amount standing in the General reserves and/or Retained earnings and/or Securities premium account requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of a Special Resolution as set out in Item No. 2 of this Notice.

The Bonus Issue of the Equity Shares of the Company shall be made to the eligible shareholders of the Company whose names appears in the Register of members of the Company/ List of Beneficial owners as maintained with the Depositories as on the Record Date as may be determined by the Board for the said purpose and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Shareholders and not as the income of the Shareholders.

The Bonus Equity Shares shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects and shall always be subject to the applicable terms and conditions of the Memorandum and Articles of Association of the Company.

Further, pursuant to the Regulation 294(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in bonus issue shall be made in dematerialized form only and thus, in case of members who holds equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the

bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 2 as Special Resolution.

The Board of Directors hereby confirm that none of the directors or key managerial personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the resolution, except to the extent of issue and allotment of bonus shares to them consequent to their shareholding, if any, in the Company.

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

**Sd/-
(Sunil Kumar Agarwal)
Chairman
DIN: 00005973**

Date: 28th June, 2023

Place: Gurugram

CIN: L51909HR2019PLC089207

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

Phone: 0124-4604571

E-mail: cs@kamdhenupaints.com

Website: www.kamdhenupaints.com