



KAMDHENU VENTURES LIMITED

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

Ref: KVL/SEC/2025-26/05

Date: 25th April, 2025

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

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

Subject: Proceedings of the Postal Ballot.

Dear Sir/ Madam,

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

In terms of Scrutinizer Report issued by M/s Chandrasekaran Associates, Company Secretaries dated 25th April, 2025, the resolution as proposed in the Notice of the Postal Ballot dated 13th February, 2025, has been passed by the Shareholders of the Company through remote e-voting process on Thursday, 24th April, 2025, with requisite majority;

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Kamdhenu Ventures Limited

Nikhil Sukhija
Company Secretary & Compliance Officer

Encl.: as above.

SUMMARY OF PROCEEDINGS OF THE POSTAL BALLOT CONDUCTED THROUGH REMOTE E-VOTING FOR RESOLUTION DEEMED TO BE PASSED BY THE SHAREHOLDERS OF THE KAMDHENU VENTURES LIMITED (THE 'COMPANY') ON THURSDAY, 24TH APRIL, 2025, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND RESULTS OF WHICH ARE DECLARED ON FRIDAY, 25TH APRIL, 2025.

In accordance with provisions of the Section 108, 110 and other applicable provisions of Companies Act, 2013 ('the Act') and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with General Circular nos. 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 Ministry of Corporate Affairs (collectively "MCA Circulars") and Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions of the Act, rules, regulations, circulars and notifications, Secretarial Standards (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Notice of Postal Ballot dated 13th February, 2025, was dispatched by the Company through electronic mode on 25th March, 2025, to the Shareholders of the Company, whose names are recorded in the Register of Members of the Company and/or in the Statement/Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the cut-off date i.e Friday, 21st March, 2025 and whose Email Ids are registered with the Company/ Skyline Financial Services Private Limited, Registrar and Transfer Agent of the Company or Depository Participants ("DP"), for seeking the approval of the Shareholders by way of Special Resolution through remote e-voting process on the below matter;

1. 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.

In compliance with the applicable provisions of Companies Act, 2013, the Company had also published advertisement in Financial Express (English Edition) and Jansatta (Delhi NCR Hindi Edition) on Wednesday, 26th March, 2025, regarding dispatch of Notice of the Postal Ballot along with the Explanatory Statement and e-voting instructions. The Company had engaged the services of National Securities Depository Limited ("NSDL") for facilitating the Shareholders to cast their votes electronically.

The e-voting period was commenced on Wednesday, 26th March, 2025 (09.00 A.M. IST) and ended on Thursday, 24th April, 2025 (05.00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date cast their vote electronically.

The Board of Directors in their meeting held on 13th February, 2025, had appointed Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Shri Shashikant Tiwari (Membership No. FCS-11919), Partner of M/s. Chandrasekaran Associates, Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

After due scrutiny of all the votes cast through e-Voting, the Scrutinizer has today i.e. on 25th April, 2025, submitted their report on the Postal Ballot (e-voting) to Shri Sunil Kumar Agarwal, Chairman of the Company. On the basis of the report of the Scrutinizer, Shri Sunil Kumar Agarwal, Chairman of the Company declared the result of the Postal ballot on Friday, 25th April, 2025 as passed through remote e-voting on Thursday, 24th April, 2025.

The Resolution passed is as follows:

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:

“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.”

Based on the report of the Scrutinizer dated 25th April, 2025, the results of the Postal Ballot are as under:

Type of Resolution: Special Resolution

Category	Total Votes Polled	Total Invalid votes	Total Valid Votes	Votes in favour	Votes in against
Promoter and Promoter Group	136606660	0	136606660	136606660	0
Public Institution	0	0	0	0	0
Public Non – Institution	5703208	0	5703208	5581837	121371
Total	142309868	0	142309868	142188497	121371

For Kamdhenu Ventures Limited

Nikhil Sukhija
Company Secretary & Compliance Officer