



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

Ref: KVL/SEC/2025-26/06

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

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

Dear Sir/Ma'am,

This has reference to our earlier letter No. KVL/SEC/2025-26/05 dated 25th April, 2025, regarding submission of proceedings of the Postal Ballot of the Company approving the Re-appointment of Shri Saurabh Agarwal as Managing Director for a further period of 3 years, w.e.f. 1st June, 2025 to 31st May, 2028.

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

1. Report of the Scrutinizer dated 25th April, 2025, on e-voting conducted for the Postal Ballot, pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014.
2. Voting Results of the Postal Ballot, pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Kamdhenu Ventures Limited

Nikhil Sukhija
Company Secretary & Compliance Officer

Encl.: as above.

SCRUTINIZERS' REPORT

To

KAMDHENU VENTURES LIMITED

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

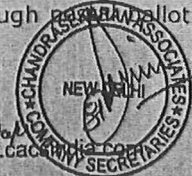
Sub: Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolution contained in the Notice dated February 13, 2025

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of Kamdhenu Ventures Limited (hereinafter referred to as "Company") for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolution contained in the Postal ballot Notice dated February 13, 2025 ("**Notice**") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including General Circular Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing regulations"), circulars issued by the Securities and Exchange Board of India including Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended from time to time (the "SEBI Circulars"), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") relating to postal ballot by way of electronic voting.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, 24th April, 2025, 5:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, 21st March 2025 were entitled to vote on the proposed resolution to be passed through postal ballot



by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.

4. The e-voting period remained open from Wednesday, 26th March, 2025, at 9:00 A.M. (IST) and ended at 5:00 P.M. (IST) on Thursday, 24th April, 2025 on the designated website of NSDL i.e. www.evoting.nsdl.com
5. On Tuesday, March 25, 2025, the Company completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the recorded date i.e. March 21, 2025 received from Depositories i.e. National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**"), Registrars and Share Transfer Agent of the Company ("**RTA**") and whose e-mail id's were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.kamdhenupaints.com), National Securities Depository Limited ("**NSDL**") (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) and also published by way of newspaper advertisements dated March 26, 2025 in all editions of "**Financial Express**" (English Edition), and Delhi NCR edition of "**Jansatta**" (Hindi Edition) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballot. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company all editions of "**Financial Express**" (English Edition), and Delhi NCR edition of "**Jansatta**" (Hindi Edition) on March 26, 2025 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer's secured link provided by NSDL through its designated website i.e <https://www.evoting.nsdl.com/>.
9. After completion of e-voting, votes cast by the Members, were unblocked on Thursday, 24.04.2025 at 5:15 P.M. in the presence of two witnesses i.e. Mr. Ajay Pal R/o. 844, Behta Hazipur Loni Ghaziabad, UP-201102 and Mr. Nimanshu Bhola R/o. E61/C, Krishan Vihar, New Delhi - 110086, who are not in the employment of the Company.



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

ITEM NO. 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:

"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."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	270	142,309,877
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	1*	9
	No. of Valid Votes Cast	270*	142,309,868

*1 (One) Members holding 18 equity shares have partially exercised their voting rights in favor of 9 shares and not exercised for 9 shares respectively.

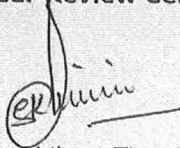
Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	231	142,188,497	99.9
Against	39	121,371	0.1
Total	270	142,309,868	100.00



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

Thanking You,
Yours faithfully,

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024



Shashikant Tiwari
Partner



Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919G000197918

Date: 25.04.2025
Place: Delhi

Countersigned by:
For and on behalf of
Kamdhenu Ventures Limited

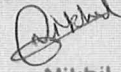


Chairman or person authorized by him.

General information about company

Scrip code	543747
NSE Symbol	KAMOPAINTS
MSEI Symbol	NOTLISTED
ISIN	INE0BTI01037
Name of the company	KAMDHENU VENTURES LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-04-2025
Start time of the meeting	
End time of the meeting	

For Kamdhenu Ventures Limited

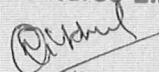


Nikhil Sukhija
Company Secretary

Scrutinizer Details

Name of the Scrutinizer	SHASHIKANT TIWARI
Firms Name	Chandrasekaran Associates, Company Secretaries
Qualification	CS
Membership Number	11919
Date of Board Meeting in which appointed	13-02-2025
Date of Issuance of Report to the company	25-04-2025

For Kamdhenu Ventures Limited



Nikhil Sukhija
Company Secretary

Voting results	
Record date	21-03-2025
Total number of shareholders on record date	90949
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

For Kamdhenu Ventures Limited



Nikhil Sukhija
Company Secretary

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	158209800	136606660	86.3453	136606660	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	158209800	136606660	86.3453	136606660	0	100	0
Public- Institutions	E-Voting	16789643	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	16789643	0	0	0	0	0	0
Public- Non Institutions	E-Voting	139355557	5703208	4.0926	5581837	121371	97.8719	2.1281
	Poll							
	Postal Ballot (if applicable)							
	Total	139355557	5703208	4.0926	5581837	121371	97.8719	2.1281
Total		314355000	142309868	45.2704	142188497	121371	99.9147	0.0853
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

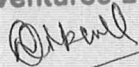
For Kamdhenu Ventures Limited


Nikhil Sukhija
Company Secretary

Details of Invalid Votes

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

For Kamdhenu Ventures Limited


Nikhil Sukhija
Company Secretary