

The BSE Limited  
BSE's Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
**Mumbai 400 001**

KAMA/SEC

24.05.2024

Dear Sir/Madam,

**SUB : POSTAL BALLOT NOTICE DATED 24.05.2024 – KAMA HOLDINGS LIMITED**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot/ E-voting dated May 24, 2024 ('Notice') being sent through e-mail to the members of the Company, seeking their approval by way of postal ballot through electronic means only ('E-Voting'), on the following resolution: -

| S. No | Particulars   | Type of Resolution |
|-------|---|--------------------|
| 1     | Re-appointment of Mr. Jagdeep Singh Rikhy (DIN 00944954) as an Independent Director | Special            |

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with applicable circulars issued by Ministry of Corporate Affairs in this regard, the Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off Date i.e., Friday, May 17, 2024 ('Cut-off Date').

The Company has engaged NSDL as the agency for facilitating e-voting to enable the Members to cast their votes electronically. The e-voting facility will be available during the following period:

|                                      |   |
|--------------------------------------|---|
| Commencement of e-voting period      | 9.00 a.m. IST on Monday, May 27, 2024   |
| Conclusion of e-voting period        | 5.00 p.m. IST on Tuesday, June 25, 2024 |
| Cut-off date for eligibility to vote | Friday May 17, 2024                     |

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Tuesday, June 25, 2024

**KAMA Holdings Limited**

Block-C, Sector-45  
Gurgaon 122 003  
Haryana, India  
Tel: +91-124-4354400  
Fax: +91-124-4354500  
Email : info@kamaholdings.com  
Website : www.kamaholdings.com

Regd. Office:  
Jnit No. 236 & 237, 2nd Floor  
DLF Galleria, Mayur Palace  
Mayur Vihar Phase-1 Extension  
Delhi 110091

The result of the Postal Ballot shall be announced within 48 hours of conclusion of e-voting i.e. 5.00 p.m. IST on Tuesday, June 25, 2024 at the Corporate Office of the Company.

The said information are also available on the Website of the Company. This is for your information, as also for the information of the public at large. Please take the above on record and acknowledge receipt of the same.

Yours faithfully,  
**FOR KAMA HOLDINGS LIMITED**

**EKTA MAHESHWARI**  
**WHOLE-TIME DIRECTOR, CFO & COMPANY SECRETARY**

Encl: As above

**KAMA Holdings Limited**

Block-C, Sector-45  
Gurgaon 122 003  
Haryana, India  
Tel: +91-124-4354400  
Fax: +91-124-4354500  
Email : [info@kamaholdings.com](mailto:info@kamaholdings.com)  
Website : [www.kamaholdings.com](http://www.kamaholdings.com)

Regd. Office:  
Jnit No. 236 & 237, 2nd Floor  
DLF Galleria, Mayur Palace  
Mayur Vihar Phase-1 Extension  
Delhi 110091



**KAMA Holdings Limited**

(CIN: L92199DL2000PLC104779)

Regd. Office: The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, 2<sup>nd</sup> Floor, Mayur Place, Mayur Vihar  
Phase I Extn, Delhi – 110091

Tel. No: (+91-11) 49482870, (+91-124) 4354400, Fax: (+91-11) 49482900, (+91-124) 4354500

Email: [info@kamaholdings.com](mailto:info@kamaholdings.com) website: [www.kamaholdings.com](http://www.kamaholdings.com)

**POSTAL BALLOT NOTICE**

**(Notice pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014) and the MCA Circulars)**

Dear Members,

Notice is hereby given in terms of the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), Secretarial Standards-2 on General Meeting on General Meetings Issued by the Institute of Company Secretaries of India (“SS-2”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting postal ballot process through e-voting vide General Circulars 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, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“the MCA Circulars”), and any other applicable laws and regulations, for seeking approval of the shareholders of KAMA Holdings Limited (“the Company”) by way of special resolution for matter(s) as appended below through Postal Ballot (“Postal Ballot”) only by way of remote e-voting (“e-voting”).

| S. No | Particulars   | Type of Resolution |
|-------|---|--------------------|
| 1     | Re-appointment of Mr. Jagdeep Singh Rikhy (DIN 00944954) as an Independent Director | Special            |

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

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 framed thereunder, SS-2 and the MCA Circulars, 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 form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). The Company has engaged National Securities Depository Limited (“NSDL”) as the agency for facilitating remote e-voting.

**The remote e-voting period commences on Monday, May 27, 2024 (9.00 a.m. IST) and ends on Tuesday, June 25, 2024 (5.00 p.m. IST).** Members are requested to peruse the proposed Resolution along with its respective Explanatory Statement and thereafter record their assent or dissent on or before Tuesday, June 25, 2024 (5.00 p.m. IST) by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

**Special Business****1. Re-appointment of Mr. Jagdeep Singh Rikhy (DIN 00944954) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Jagdeep Singh Rikhy (DIN 00944954) Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 consecutive years from April 1, 2024 to March 31, 2029, and whose office shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**Registered Office:**

The Galleria, DLF Mayur Vihar,  
Unit No. 236 & 237, Second Floor,  
Mayur Place, Mayur Vihar Phase I Extn,  
Delhi – 110091

**Place : New Delhi**

**Date : May 24, 2024**

By Order of the Board of Directors

**For KAMA Holdings Limited**

Sd/-

**Ekta Maheshwari**

**Whole-time Director, CFO & Company Secretary**

**Membership No. ACS 12827**

**NOTES**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to [info@kamaholdings.com](mailto:info@kamaholdings.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period May 27, 2024 to June 25, 2024.
3. This Postal Ballot Notice is being sent to the members 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 / Depository Participant(s), as on May 17, 2024 (“the 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. 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 framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 17, 2024, being the Cut-off Date fixed for the purpose.
5. The Company has appointed Mr. Arunesh Dubey Proprietor of M/s Arunesh Dubey & Co., Practising Company Secretaries (FCS : 7721 / CP No. 14054) , as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny. The result of the Postal Ballot shall be announced within 48 hours of conclusion of e-voting i.e. 5.00 p.m. IST on Tuesday, June 25, 2024 at the Corporate Office of the Company. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. [www.kamaholdings.com](http://www.kamaholdings.com) and on the e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same shall simultaneously be communicated to the RTA and BSE Limited on which the shares of the Company are listed and also be displayed at the registered office and the corporate office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Tuesday, June 25, 2024, in terms of the SS-2.
6. We request Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may follow the process detailed below for availing other services from RTA :

| Type of Holder | Process to be followed   |
|----------------|--|
| Physical       | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 |

|       |   |              |
|-------|---|--------------|
|       | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode   | Form ISR - 1 |
|       | Update of signature of securities holder  | Form ISR - 2 |
|       | For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014   | Form SH-13   |
|       | Declaration to opt out  | Form ISR-3   |
|       | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee  | Form SH-14   |
|       | Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form  | ISR-4        |
|       | The forms for updating the above details are available at Company's Website <a href="https://www.kamaholdings.com/kama/InvKamaVsSensex.aspx">https://www.kamaholdings.com/kama/InvKamaVsSensex.aspx</a> and on RTA website at <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a> |              |
| Demat | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.   |              |

7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/default.aspx>. The forms for updating the same are available at <https://www.kamaholdings.com/kama/InvKamaVsSensex.aspx>. Members holding shares in electronic form are also requested to submit / update their KYC details and bank details with their depository participant(s) and link PAN with Aadhaar, if required.

8. **The procedure for remote e-voting is as under:**

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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a</li> </ol> |

|   |  |
|---|--|
|   | <p>mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>  |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p>   |

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

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



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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 pcsadco@gmail.com with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto: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 [info@kamaholdings.com](mailto:info@kamaholdings.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.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 [info@kamaholdings.com](mailto:info@kamaholdings.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.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](mailto: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, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE**

The following Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

**Item No. 1 – Re-appointment of Mr. Jagdeep Singh Rikhy (DIN 00944954) as an Independent Director of the Company**

The Company had, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Companies Act 2013 ("the Act"), appointed Mr. Jagdeep Singh Rikhy (DIN: 00944954) as an Independent Director at the 20<sup>th</sup> Annual General Meeting of the Company held on October 30, 2020 to hold office for a period effective from November 13, 2019 upto March 31, 2024. He is eligible for re-appointment for a second term of 5 years from April 1, 2024 to March 31, 2029.

Mr Rikhy has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Mr. Rikhy also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In terms of Regulation 25(8) of Listing Regulations, Ms. Rikhy has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Mr. Rikhy that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Rikhy has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Following the performance evaluation of Ms. Rikhy and considering his diverse skills, leadership and vast business experience and his understanding of relevant laws, rules, regulation, and policy and the contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors at its meeting held on March 11, 2024, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms. Jagdeep Singh Rikhy as an Independent Director of the Company for a second term of five years, from April 1, 2024 to March 31, 2029.

In the opinion of the Board, Mr. Rikhy is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and he is independent of the management.

Copy of the terms and conditions of re-appointment of Mr. Jagdeep Singh Rikhy is available on the website of the Company at [www.kamaholdings.com](http://www.kamaholdings.com)

A notice has been received from a shareholder proposing his candidature for appointment as independent director under section 160 of the Companies Act, 2013.

Details of aforesaid Independent Director pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standards ('SS-2') issued by the Institute of Company Secretaries of India are given below:

Mr. Jagdeep Singh Rikhy (DIN 00944954) (59 years) is a graduate in Economics (Hons) from Delhi University. He is proprietor of Source India which is engaged in the business of exports of Indian handicrafts. Mr. Rikhy has good understanding of international markets, trade and finance, relevant laws, rules, regulation, and policy. He has a rich experience of more than 25 years interalia in the field of exports of handicrafts.

He is chairman of Audit committee and member of Stakeholder Relationship Committee and Risk Management Committee of Company. He does not hold any shares in the Company.

Details of his other Directorship is given below:

| <b>S.No</b> | <b>Directorship in other Companies</b>                  | <b>Committee Membership</b> |
|-------------|---|-----------------------------|
| 1.          | Alleppey Fishermen Village Beach Resort Private Limited | Nil                         |
| 2.          | Blaze Luxel Resorts Private Limited                     | Nil                         |
| 3.          | Indo Gulf & Middle East Chamber of Commerce             | Nil                         |

Except Mr. Jagdeep Singh Rikhy, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution.

The Board of Directors recommend the resolution for approval of the members by way of Special Resolution,

**Registered Office:**

The Galleria, DLF Mayur Vihar,  
Unit No. 236 & 237, Second Floor,  
Mayur Place, Mayur Vihar Phase I Extn,  
Delhi – 110091

**Place : New Delhi**  
**Date : May 24, 2024**

By Order of the Board of Directors  
**For KAMA Holdings Limited**

Sd/-  
**Ekta Maheshwari**  
**Whole-time Director, CFO & Company Secretary**  
**Membership No. ACS 12827**