



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

KVL/SEC/2024-25/34

Date: 15th July, 2024

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: Submission of the Notice of 5th Annual General Meeting of Kamdhenu Ventures Limited.

Dear Sir/ Madam,

In furtherance to our earlier letter dated 6th July, 2023 and in compliance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 5th Annual General Meeting of the Company scheduled to be held on Wednesday, 7th August, 2024 at 04:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.

The Notice of the 5th Annual General Meeting of the Company is also available on the website of the Company at www.kamdhenupaints.com and can be downloaded from the below link :

[CLICK HERE TO DOWNLOAD NOTICE OF 5TH AGM](#)

We request you to kindly take the same on records.

For Kamdhenu Ventures Limited

Nitin Misra
Company Secretary & Compliance Officer

Encl.: as above.



KAMDHENU VENTURES LIMITED

Notice of 5th Annual General Meeting





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 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifth (5th) Annual General Meeting ("AGM")** of the Members of **KAMDHENU VENTURES LIMITED ("the Company")** will be held on **Wednesday, 7th day of August, 2024 at 4:00 P.M (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The venue of the AGM shall be deemed to be the Registered Office of the Company and the proceedings of the AGM shall be deemed to be made there at, to transact the following Businesses:

ORDINARY BUSINESSES:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED (STANDALONE AND CONSOLIDATED) FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024, TOGETHER WITH REPORTS OF THE AUDITOR'S AND THE BOARD OF DIRECTORS THEREON.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

"RESOLVED THAT the Standalone Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, the Cash Flow Statement for the financial year ended on 31st March, 2024, notes to Financial Statements and the Reports of the Auditors' and the Board of Directors thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Consolidated Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, the Cash Flow Statement for the financial year ended on 31st March, 2024, notes to Financial Statements and the Reports of the Auditors' thereon, be and are hereby received, considered and adopted."

- 2. TO APPOINT A DIRECTOR IN PLACE OF SHRI SAURABH AGARWAL (DIN: 00005970), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Saurabh Agarwal (DIN: 00005970), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

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

Sd/-

Nitin Misra

Company Secretary & Compliance Officer
Membership No.: F10131

Registered Office:

Kamdhenu Ventures Limited
CIN: L51909HR2019PLC089207
2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram- 122002 Haryana, India
Telephone No.: 0124-4604500
Email: cs@kamdhenupaints.com
Website: www.kamdhenupaints.com

Date: 7th May, 2024

Place: Gurugram

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NOTES:

1. No Special business is being transacted in the 5th AGM, thus the requirement to annex the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") is not applicable. However, in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, disclosures with respect to the Director seeking re-appointment is made part of the notice of the 5th AGM.
2. The Ministry of Corporate Affairs, Government of India ("MCA") inter-alia vide their General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 05th May, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 5th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM facility, without the physical presence of members at a common venue. The deemed venue for the 5th AGM shall be the Registered Office of the Company situated at 2nd Floor, Tower-A, Building No. 9A, DLF Cyber City, Phase-III, Gurugram - 122002, Haryana.
3. Since the AGM is being held in accordance with the MCA Circulars and SEBI Circulars, through VC/OAVM, where physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 5th AGM, Accordingly, the Proxy Form, Attendance Slip and Route Map of the 5th AGM are not annexed to the Notice.
4. Corporate Members intending to authorize their representatives to participate in the AGM through VC/OAVM on their behalf and to vote through remote e-voting/during the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of the relevant board resolution as passed by their respective Board of Directors to the Scrutinizer by email at its registered mail addresses to shashikant@cacsindia.com and to Shri Nitin Misra, Company Secretary of the Company at cs@kamdhenupaints.com in terms of the provisions of Section 112 and Section 113 of the Act, for the purpose of voting through remote E-Voting and for participation in the 5th AGM through VC/ OAVM facility and E-Voting (InstaPoll) during the 5th AGM not later than the 48 hours before the scheduled time of the commencement of the 5th AGM.
5. 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), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), National Securities Depository Limited ("NSDL") is designated 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 Limited, a SEBI registered intermediary is 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 through NSDL Platform.
6. In terms of the MCA Circulars, the Annual Financial Statements, Annual Report for the financial year 2023-24 along with Notice of the AGM of the Company, will be available on the website of the Company at www.kamdhenupaints.com, on the website of NSE and BSE Limited at www.nseindia.com and www.bseindia.com and also on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com. Since, the AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
7. The Members can join the 5th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 03:30 P.M. (IST) i.e. 30 minutes before the time scheduled to start the 5th AGM and the Company will close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the 5th AGM. The facility for participation at the 5th AGM through VC/OAVM will be made available to at least 1,000 Members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding),

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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 AGM without restriction on account of first-come-first-served basis.

8. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers including the register maintained under Section 189 of the Act and documents referred in the Notice will be available electronically for inspection by the members during the AGM. Members keen to inspect all the documents as referred to in the Notice are available for inspection electronically during business hours i.e. between 10:00 A.M. (IST) to 04:00 P.M. (IST), by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to cs@kamdhenupaints.com.
10. Electronic copy of the Notice of this AGM along with the Annual Report for the financial year 2023-24 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes, in compliance with the MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 and Notice of this AGM of the Company, may send request to the Company's email address at cs@kamdhenupaints.com mentioning their Folio No./ DP ID and Client ID.
11. The Company has fixed Friday, 12th July, 2024 as the cut-off date, for the purpose of sending notice of this AGM and Annual Report and other documents thereto, to the shareholders of the Company.
12. Members are requested to address all correspondence, to the Company, and RTA, Skyline Financial Services Private Limited. The Contact details are mentioned below:

<p>Shri Nitin Misra Company Secretary & Compliance Officer Kamdhenu Ventures Limited, 2nd Floor, Tower-A, Building No. 9, DLF Cyber City, Phase III, Gurugram- 122002 Haryana Website: www.kamdhenupaints.com Email: cs@kamdhenupaints.com Contact No.: 0124-4604500</p>	<p>Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, New Delhi - 110020 Website: www.skylinerta.com Email: admin@skylinerta.com Contact No.: 011-26812682</p>
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13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. 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 AGM and the Annual Report for the financial year 2023-24 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 admin@skylinerta.com.
 - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
14. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, has mandated furnishing of PAN, Nomination, Contact Details, Bank Account details and Specimen Signature ("mandatory KYC") by the shareholders holding shares in physical form. Members may note that in terms of the Listing Regulations, Equity Shares of the Company can only be transferred in Dematerialised form.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amendment through Notification No. SEBI/ LAD NRO/GN/2018/49 dated

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30th November, 2018, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of requests received for transmission or transposition of securities. To eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, Skyline Financial Services Private Limited for assistance in this regard.

16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, Skyline Financial Services Private Limited, in case the shares are held in physical form.
17. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of this AGM along with Annual Report for Financial Year 2023-24 by email and holds shares as on the cut-off date i.e., Wednesday, 31st July, 2024, may obtain the User ID and password by sending a request to the Company Secretary at cs@kamdhenupaints.com and you may also write an email at sm@massserve.com. After receipt of the above credentials, please follow the steps mentioned in this notice, to cast the vote. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM. In case of joint holders, the Members 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 AGM. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 31st July, 2024.
19. During the AGM, the Chairman shall, after response to the questions raised by the members in advance or as by the speakers at the AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 5th AGM.
20. The Board of Directors in their meeting held on 7th May, 2024 has appointed Shri Rupesh Agarwal (Membership No. ACS-16302), Managing Partner or failing him Shri Shashikant Tiwari (FCS No. 11919), Partner of M/s Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize remote e-voting process before the AGM as well as the e-voting (Intapoll) during the AGM, in a fair and transparent manner.
21. The Scrutinizer shall after the conclusion of e-Voting at the 5th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.kamdhenupaints.com and on the website of NSDL at www.evoting.nsdl.com. The Results shall also be simultaneously forwarded to the Stock Exchanges National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days before the date of meeting through email on cs@kamdhenupaints.com. The same will be replied by the Company suitably.
23. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries

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of India, and Director seeking appointment/re-appointment at this AGM, forms an integral part of the Notice of this AGM. Requisite declarations, consent, eligibility have been received from the Director seeking appointment/ re-appointment.

24. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
25. General Instruction for accessing and participation in the 5th AGM of the Company through VC/OAVM facility and voting through electronic means including remote E-voting (InstaPoll):

I. Instruction for the Member for Voting through Electronic means;

- Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Wednesday, 31st July, 2024** may cast their vote by remote e-Voting. **The remote e-voting period commences on Sunday, 4th August, 2024 at 09:00 A.M. (IST) and ends on Tuesday, 6th August, 2024 at 5:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Wednesday, 31st July, 2024. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- In case of joint holders, the Members 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 AGM.
- A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Wednesday, 31st July, 2024, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Wednesday, 31st July, 2024, may obtain the User ID and password by sending a request along with the requisite documents at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact at 022 – 4886 7000 and 022 - 2499 7000. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.kamdhenupaints.com.
- Members will be provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
- A person who is not a member as on the cut-off date should treat this Notice of the 5th AGM for information purpose only.
- Instructions for attending the meeting through Video Conferencing; and voting through electronic means including remote E-voting (InstaPoll) are given at the end of this notice.

II. Instructions for Members for participating in the 5th AGM through VC/ OAVM are as under:

- The members will be provided with a facility to attend the 5th AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join General Meeting" against the name of the Company. On clicking this link, the

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members will be able to attend the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions as mentioned in the notice, to avoid last minute rush.

- Members may join the Meeting through Laptops, Smart phones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Smart phones or Tablets or through Laptops 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 glitches.
- Members may submit their questions/queries in advance with regard to any matter to be placed at the AGM, 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 on or before 28th July, 2024 (IST). Such questions/ queries by the members shall be taken up during the meeting and replied by the Company suitably.
- Members, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, 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 on or before Monday, 5th August, 2024 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 AGM, depending upon the availability of time.
- 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 5th AGM.
- Institutional Investors who are members of the Company, are encouraged to attend and vote in the 5th AGM through VC/ OAVM facility.
- In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc. the following persons may be contacted:

Name	Contact No. & Email id
Shri Nitin Misra Company Secretary & Compliance Officer Kamdhenу Ventures Limited	0124-4604500 cs@kamdhenupaints.com
Shri Sharwan Mangla General Manager MAS Services Limited	9811742828 sm@masserv.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

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 09th December, 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.

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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.jsp Visit 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 "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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 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. 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.

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Type of shareholders	Login Method
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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 AGM is 129233:**

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 129233 then user ID is 129233001***

NOTICE (Contd.)

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY 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.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.

NOTICE (Contd.)

- 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.
- 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 Smt Pallavi Mahatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to cs@kamdhenupaints.com.
- 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 Aadhaar 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.
- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9th December, 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 AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:

S r . No	Particulars	Shri Saurabh Agarwal
(1)	DIN	00005970
(2)	Date of birth and Age	23.11.1974 (49 Years)
(3)	Designation	Managing Director
(4)	Qualification	B.E. (Mechanical)
(5)	Experience	He has been associated with Kamdhenu Group since 1998 in different capacities. He was managing the Paint Division of Kamdhenu Limited before the demerger of Paint Business and after the demerger, he was appointed as Managing Director of the Company. He is independently managing the business of the Company since 2022. He is having total experience of 25 years.

NOTICE (Contd.)

S r. No	Particulars	Shri Saurabh Agarwal
(6)	Nature of expertise in specific functional areas	Technical expertise in plant operations
(7)	Brief Resume	<p>Shri Saurabh Agarwal is a dynamic entrepreneur and an expert in complex plants operations. He has been associated with Kamdhenu Ventures Limited since 2019. He is B.E. in Mechanical Engineering from R.V. College of Engineering, Bangaluru.</p> <p>Shri Saurabh Agarwal has been instrumental in the diversification of the Company's portfolio. He established a state-of-the-art paint manufacturing unit in Chopanki, Rajasthan. Today the Company takes pride in being one of the largest manufacturers of decorative paints in India. Ambitious and energetic, Shri Saurabh Agarwal is committed to taking the Kamdhenu brand to greater heights.</p> <p>Under his watch, the paints business has grown from strength to strength. A natural trouble-shooter, Shri Saurabh Agarwal closely monitors the production process to ensure smooth operations and that quality standards are being maintained. In addition to his technical expertise, Shri Agarwal has shown remarkable entrepreneurial skills and has been consistently delivering impressive results to the Company. He adds a dash of dynamism to the Company's top management while ensuring that the Company functions smoothly and in line with strict quality parameters.</p>
(8)	Terms and Conditions of Appointment/Re-appointment.	As per the resolution passed by the Shareholders in the 3 rd Annual General Meeting held on 15 th July, 2022.
(9)	Remuneration to be paid	NA*
(10)	Remuneration last drawn	NA*
(11)	Date of First Appointment on the Board	19.10.2019
(12)	Shareholding in the Company [including as a beneficial owner]	43,20,628 Equity Shares of ₹ 5/- each
(13)	Inter-se Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	1. Relative of Shri Sunil Kumar Agarwal 2. Brother of Shri Sachin Agarwal
(14)	Number of Meetings of the Board attended during the year	5
(15)	Directorship held in other Companies in India	Kamdhenu Colour and Coatings Limited Kamdhenu Limited Kamdhenu Global Alliance Limited Kamdhenu Metallic Industries Limited Radhey Bio. Tech Private Limited
(16)	Directorship and membership of committees of the board held in other listed entities.	Kamdhenu Limited (Non-Executive Director) Sh. Saurabh Agarwal has not resigned from any Listed entities during the last three years.

NOTICE (Contd.)

S r . No	Particulars	Shri Saurabh Agarwal
(17)	Membership/ Chairmanship of Committees of Boards of other Companies.	0
(18)	Stock Option	No stock options granted during the financial year 2023-24

Note: Shri Saurabh Agarwal was appointed as Managing Director of the Company, by way of passing Special Resolution by Shareholders of the Company in its 3rd Annual General Meeting held on 15th July, 2022 for a period of 3 years w.e.f 1st June, 2022 upto 31st May, 2025.

Shri Saurabh Agarwal was also appointed as the Managing Director of Kamdhenu Colour and Coatings Limited, the wholly owned subsidiary Company and the total remuneration of ₹ 288 Lakhs was paid by Kamdhenu Colour and Coatings Limited only, during the financial year 2023-24 and the same is proposed to be paid for his current term as well for acting as Managing Director of the Company. Remuneration should be paid through Kamdhenu Colour and Coatings Limited, the Wholly Owned of the Company.

**By order of The Board of Directors of
Kamdhenu Ventures Limited**

Sd/-

Nitin Misra

Company Secretary & Compliance Officer
Membership No.: F10131

Registered Office:

Kamdhenu Ventures Limited
CIN: L51909HR2019PLC089207
2nd Floor, Tower-A, Building No. 9, DLF Cyber City,
Phase-III, Gurugram- 122002 Haryana, India
Telephone No.: 0124-4604500
Email : cs@kamdhenupaints.com
Website : www.kamdhenupaints.com

Date: 7th May, 2024

Place: Gurugram