



Date: December 13, 2022

**The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 532468
ISIN: INE411F01010**

Dear Sir/Madam,

Sub: Buyback of equity shares by KAMA Holdings Limited ("Company") - Board Resolution

At the meeting of the board of directors ("**Board**") of the Company held on December 12, 2022, the Board has approved a proposal for the buyback of 34,500 (Thirty four thousand five hundred) fully paid-up equity shares of face value INR 10/- each representing 0.53% of the total number of fully paid-up equity shares in the paid-up share capital of the Company, from the shareholders of the Company at a price of INR 14500/- (fourteen thousand five hundred only) per equity share (the "**Buyback Offer Price**") payable in cash for an aggregate consideration not exceeding INR 50,02,50,000 (Fifty crores two lakhs and fifty thousand Only) (the "**Buyback Offer Size**") representing 9.93% & 1.05% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company, respectively for the six months ended September 30, 2022 in terms of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**") ("**Buyback**").

In compliance with Regulation 5(vii) of the Buyback Regulations, we are enclosing herewith a copy of the board resolution passed at the meeting of the Board on 12th December, 2022.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

Thanking You

Yours faithfully

For and on behalf of KAMA Holdings Limited

**Ekta Maheshwari
Whole-time Director, CFO & Company Secretary
Encl.: As above**

KAMA Holdings Limited

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Mayur Vihar Phase-1 Extension
Delhi 110091

Corporate Identity No. L92199DL2000PLC104779

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF KAMA HOLDINGS LIMITED (THE "COMPANY") HELD ON DECEMBER 12, 2022 AT 3.30 P.M. AT ITS CORPORATE OFFICE AT BLOCK C, SECTOR 45, GURUGRAM -122003-

APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and Article 5B of the Articles of Association of the Company and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI, BSE Limited ("**BSE**") and RBI along with other authorities if any, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and/or modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the Board of Directors of the Company ("**Board**", which term shall be deemed to include the Buyback Committee of the Board and/ or officials, which the Board may authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 10 (Indian Rupee Ten only) each ("**Equity Shares**"), not exceeding 34,500 (Thirty four thousand five hundred) Equity Shares (representing 0.53% of the total Equity Shares in the paid-up equity capital of the Company as at September 30, 2022) at a price of INR 14,500 (Indian Rupees fourteen thousand five hundred only) per Equity Share ("**Buyback Offer Price**") payable in cash for an aggregate maximum amount not exceeding INR 50,02,50,000.00 (Indian Rupees Fifty Crores two lakhs fifty thousand only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("**Transaction Costs**") (such maximum amount hereinafter referred to as the "**Buyback Offer Size**") which represents 9.93% and 1.05% of the aggregate of the Company's paid-up capital and free reserves as per the audited condensed standalone interim financial statements of the Company as on September 30, 2022 and audited condensed consolidated interim financial statements of the Company as on September 30, 2022, respectively and is within the 10% statutory limit of the aggregate of the fully paid-up share capital and free reserves (including securities premium account) of the Company as per the audited condensed standalone interim financial statements of the Company as on September 30, 2022 and audited condensed consolidated interim financial statements of the Company as on September 30, 2022, respectively from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, as on a record date i.e; December 23, 2022 ("**Record Date**"), through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including Promoter(s) and members of the Promoter Group) ("**Eligible Shareholders**") as on Record Date, on a proportionate basis, provided that either 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding as of the Record Date, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange*" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13,



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2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company based on the letter of intent received from ABR Family Trust (the Promoter) dated December 12, 2022, noted intention of Promoter for participation in the Buyback up to the maximum entitlement and offer up to an aggregate of 34,500 (Thirty four thousand five hundred) Equity Shares or such lower number of Equity Shares in accordance with the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders as on Record Date through tender offer in a manner the Board may consider appropriate, out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Buyback from Eligible shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended from time to time and the rules, regulations framed thereunder, if any, provided that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations, and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended and under the Securities Contracts (Regulation) Rules, 1957, as amended. The Company shall ensure compliance with the requirement of minimum public shareholding requirements if the public shareholding of the Company falls below 25% of the total paid-up Equity Share capital of the Company after the Buyback.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing eligible shareholders including the promoter(s) and promoter group of the Company, as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**") as on the Record date, from its free reserves and/or securities premium account of the Company or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8 of the SEBI Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director, and Ms. Ekta Maheshwari, Whole time Director, CFO & Company Secretary, be and are hereby authorized jointly, to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, SEBI, and/or any other concerned authorities, as may be necessary in accordance with the applicable laws.

RESOLVED FURTHER THAT in terms of Section 69 of the Companies Act, the Company shall transfer from free reserves or securities premium account and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback, to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

RESOLVED FURTHER THAT as required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and the Board has formed an opinion:

- that immediately following the date of this resolution, there will be no grounds on which the Company can be found unable to pay its debts.

that as regards the Company's prospects for the year immediately following the date of this Board resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities



as and when they fall due and will not be rendered insolvent within a period of one year from the date of the this board resolution.

- in forming their opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016, as amended.

RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

- a. all Equity Shares of the Company are fully paid up;
 - b. the Company shall not issue any equity shares or other specified securities from the date of the Board Meeting, including by way of bonus issue till the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the provisions of 24(i)(b) of Buyback Regulations, any circulars or notifications issued by SEBI in connection therewith;
 - c. as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
 - d. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
 - e. the aggregate maximum amount of the Buyback i.e. INR 50,02,50,000.00 (Indian Rupees Fifty Crores two lakhs fifty thousand only) does not exceed 10% of the aggregate of the paid-up capital and free reserves based on both audited condensed standalone interim financial statements of the Company as on September 30, 2022 and audited condensed consolidated interim financial statements of the Company as on September 30, 2022.
 - f. the number of Equity Shares proposed to be purchased under the Buyback i.e. 34,500 (Thirty four thousand five hundred Only) Equity Shares does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting;
 - g. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, as on date;
 - h. the Buyback shall be completed within a period of one year from the date of passing of this resolution;
 - i. the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made;
 - j. the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with SEBI or the public announcement of the offer of the Buyback is made;
 - k. the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/ or the SEBI Buyback Regulations and any other applicable laws;
 - l. the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
 - m. the Company shall not directly or indirectly purchase its own Equity Shares:
 - a. through any subsidiary company including its own subsidiary companies, if any or;
 - b. through any investment company or group of investment companies;
 - n. the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
 - o. there are no subsisting defaults in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
 - p. the Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
 - q. the ratio of the aggregate of secured and unsecured debts owed by the Company to the fully paid-up share capital and free reserves shall be less than or equal to 2:1 on Standalone and Consolidated basis after the proposed Buyback;
- the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- the Buyback shall not result in delisting of the Equity Shares from BSE.



- t. the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- u. as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Meeting till the closing of the Buyback offer;
- v. that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- w. the consideration for the Equity Shares bought back by the Company shall be paid only by way of cash, through normal banking channels;
- x. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy Back Regulations and the Act within 7 (Seven) days of the date of payment of consideration to Eligible Shareholders who have tendered the Equity Shares under the Buy Back Offer;
- y. Post Buyback, if Promoters and members of Promoter Group shareholding exceeds the specified threshold resulting in fall in minimum public shareholding requirements as in terms of Regulation 38 of the SEBI Listing Regulations, the Promoters and members of Promoter Group shall ensure compliance with the requirement of minimum public shareholding requirements of the Company after the Buyback in terms of Rule 19(2) of the Securities Contracts (Regulation) Rules, 1957, as amended;

RESOLVED FURTHER THAT the Buyback is being proposed in keeping with the Company's desire to (a) optimize returns to shareholders; (b) enhance overall shareholders value; and (c) optimize the capital structure.

RESOLVED FURTHER THAT Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director, Mr. Ashish Bharat Ram, Non-Executive - Non Independent Director and Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary be and are hereby severally authorized to make necessary applications to the statutory, regulatory or governmental authorities as may be required under the applicable law; to sign, execute and deliver all such papers, deeds, documents, agreements, undertakings, declarations and forms, which are necessary and incidental thereto and to do all such acts, deeds, things and matters that may be necessary, expedient or proper with regard to the implementation of the Buyback or for matters incidental thereto in order to successfully complete the Buyback.

RESOLVED FURTHER THAT Ms. Ekta Maheshwari, Whole time Director, CFO & Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback

RESOLVED FURTHER THAT SBI Capital Markets Limited, be and is hereby appointed as the Manager to the Buyback.

RESOLVED FURTHER THAT, SBICAP Securities Limited, be and is hereby appointed as the Stock Broker to the Buyback in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letters, and that Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary be and are hereby severally authorized to sign the same (including any amendment thereto) for and on behalf of the Company and the consent of the Board be and is hereby accorded to open a depository account and a trading account in connection with and for the purpose of the Buyback.

RESOLVED FURTHER THAT, Kfin Technologies Limited be and is hereby appointed and designated as the Investor Service Centre and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter and Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT Crawford Bayley & Co., be and is hereby appointed as legal advisor of the Company the purpose of the Buyback

RESOLVED FURTHER THAT, the Board hereby takes on record the report dated December 12, 2022 issued by M/s. Sahai Tripathi & Company, Statutory Auditors, the statutory auditor of the Company, as required under clause (vi) of Schedule I of the SEBI Buyback Regulations.



RESOLVED FURTHER THAT Friday, December 23, 2022 be and is hereby approved to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT for the purpose of giving effect to the Buyback, a committee of the Board comprising of Mr. Kartik Bharat Ram, Chairman, and Non-Executive - Non Independent Director, Mr. Ashish Bharat Ram, Non-Executive - Non Independent Director, Mr. Amitav Virmani, Non-Executive Independent Director and Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary of the Company (the "**Buyback Committee**") be and is hereby constituted and the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising and each member of the Buyback Committee be and is hereby severally authorized to through Committee Meeting or by way of circular Resolutions, to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to, the following:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;
- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- determining limits on the participation of the promoter of the Company in the Buyback, if any;
- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special account, and authorizing persons to operate the such accounts;
- appointing and finalizing the terms of designated stock exchange, merchant banker(s), broker(s), escrow agent(s), registrar, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies/ persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- preparing, executing, signing and filing of public announcement, the draft letter of offer, letter of offer; including any modification, or amendment or corrigendum thereto, various related documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit/certificates for declaration of solvency, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board and other filings with SEBI, ROC, the stock exchange and other appropriate authorities, if any.;
- providing such confirmation and opinions as may be required in relation to the Buyback;
- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any amendments or statutory modifications for the time being in force.
- proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
- to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate



all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;

- making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- proposing the final acceptance of Equity Shares tendered under the Buyback process;
- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- giving any information, explanation, declarations and confirmation in relation to the public announcement, draft letter of offer, letter of offer as may be required by the relevant authorities;
- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve by passing appropriate resolutions (including by way of circular resolution) in connection with the above.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time

RESOLVED FURTHER THAT the Board do hereby take a note of the draft Public Announcement in respect of the Buyback tabled before the Board and authorize the Buyback Committee to take all further necessary actions including finalizing, approving, executing, signing and filing of public announcement in accordance with the SEBI Buyback Regulations and such other authorities or persons as may be required by applicable law.

RESOLVED FURTHER THAT the Buyback Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts, public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, BSE, ROC, depositories and/or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Buyback Committee be and



is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Buyback Committee will cease upon completion of Buyback.

RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation .

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of extinguishing the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director- or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary be and is hereby severally authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Kartik Bharat Ram, Chairman, and Non-Executive - Non Independent Director- or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary be and is hereby severally authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director-or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in the presence of any one Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director- or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary, who shall sign the same in token thereof.

RESOLVED FURTHER THAT a copy of this Resolution duly certified to be true by Mr. Kartik Bharat Ram, Chairman and Non-Executive - Non Independent Director or Ms. Ekta Maheshwari, Whole Time Director, CFO & Company Secretary of the Company be issued as may be necessary to give effect to the above resolutions.

**CERTIFIED TRUE COPY
FOR KAMA HOLDINGS LIMITED**

Ekta

EKTA MAHESHWARI

**WHOLE-TIME DIRECTOR, CFO & COMPANY SECRETARY (DIN: 02071432)
(ADDRESS - H.NO.11, MODEL TOWN, BAHADURGAR, HARYANA-124507)**

