



## 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

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### **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 (SS-2) on General Meetings Issued by the Institute of Company Secretaries of India 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 and 11/2022 dated December 28, 2022 ("MCA Circulars"), and any other applicable laws and regulations, for seeking approval of shareholders of KAMA Holdings Limited ("the Company") by way of ordinary / special resolutions (as indicated) for matter(s) as considered in the Resolutions appended below through Postal Ballot ("Postal Ballot").

The resolution(s) proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In terms of the MCA Circulars, the Company is allowed to send Postal Ballot Notice in electronic form only and hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope is not required to be sent to the shareholders for the Postal Ballot undertaken up to September 30, 2023. However, since the declaration of the result of the proposed Postal Ballot would extend beyond September 30, 2023, the Company, as a matter of good governance, is sending the Postal Ballot Notice to those shareholders whose name appear on the Register of Members / List of Beneficial Owners in respect of fully paid-up shares as on Friday, September 1, 2023, being the cut-off date for the purpose, in electronic form to those shareholders whose email address is registered with Registrar & Transfer Agent viz. KFin Technologies Limited ("KFin" or "RTA") or Depository Participants, and in physical form to those shareholders whose email address is not so registered.

The Board of Directors of the Company recommends approval of shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is annexed hereto.

E-voting shall commence on Friday, September 8, 2023 and end on Saturday, October 7, 2023. The Company has engaged its RTA as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting").

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent on or before Saturday, October 7, 2023 (5.00 p.m. IST) by remote e-voting or by sending your assent or dissent to Mr. Arunesh Dubey, the Scrutinizer, c/o. KFin Technologies Limited, Unit: KAMA Holdings Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana, India, Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); Toll Free No.1-800-309-4001. The assent or dissent received from the shareholders after October 7, 2023 (5.00 p.m. IST) would be strictly treated as if a reply has not been received.

### **Special Business**

#### **1. Approval to Increase the Authorised Share Capital of the Company and consequent alteration of the Memorandum of Association**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s), amendments or reenactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and enabling provision of the Articles of Association of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard,

approval of members be and is hereby accorded to alter and increase the existing Authorized Share Capital of the Company which is Rs. 23,00,00,000 comprising 1,00,00,000 Equity Shares of Rs.10 each and 1,30,00,000 Preference Shares of Rs.10 each, to Rs. 48,00,00,000 comprising 3,50,00,000 Equity Shares of Rs.10 each and 1,30,00,000 Preference Shares of Rs.10 each.

**“RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be deleted in its entirety and substituted with the following:

“V. The share capital of the Company is Rs. 48,00,00,000 (Rupees Forty Eight Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs only) Equity Shares of Rs.10 each, and 1,30,00,000 (One Crore Thirty Lakhs only) Preference Shares of Rs.10 each with the power to increase, reduce, divide and/or sub-divide the share capital and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, howsoever, as may be determined in accordance with the law and the regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard.”

## 2. Issue of Bonus Shares

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 14 of The Companies (Share Capital & Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s), amendments or re enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable, the relevant provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard along with consents, permissions and sanctions, if any, as may be required from Ministry of Corporate Affairs, Registrar of Companies and/or any other appropriate statutory regulatory authorities, government authorities or departments, institutions or bodies as may be required in this regard, approval of members of the company be and is hereby accorded to the Board of Directors of the Company ( “the Board” which term shall be deemed to include any duly constituted committee thereof) for capitalisation of Rs. 25,67,24,600 from the General Reserve, Capital Redemption Reserve or any other permitted reserves / surplus of the Company, as may be considered appropriate for this purpose, as per the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 2,56,72,460 (Two Crores Fifty Six Lakhs Seventy Two Thousand Four Hundred Sixty only) equity shares as Bonus Shares of face value of Rs. 10/- (Rupees Ten only) each, credited as fully paid up to the existing holders of equity shares of the Company whose names appear in the Register of Members maintained by the Company or List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL)& Central Securities Depositories Limited (CDSL) on such date (“Record Date”) as may be fixed in this regard by the Board, in the proportion of 4:1 i.e. 4 (four) fully paid up equity shares of Rs. 10/- each for every 1 (one) existing fully paid up equity share of Rs. 10/- each held by the Members and that the Bonus shares so distributed shall, for all purposes, be treated as an increase in the Nominal amount of Share Capital of the Company held by each such member, and not as income of members.”

**“RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date and shall be subject to the terms and conditions contained in the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**3. Approval for Adoption of new set of Articles of Association of the Company as per The Companies Act, 2013.**

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 Section 5 and 14 of Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company in substitution, and to the entire exclusion of the existing Articles of Association of the Company

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. Appointment of Mrs. Shalini Gupta (DIN 00061404 ) as an Independent Director of the Company**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”), Mrs. Shalini Gupta (DIN: 00061404), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from September 1, 2023 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from September 1, 2023 to August 31, 2028.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Place : Gurugram**  
**Date : September 01, 2023**

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

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

**Registered Office:**

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

**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 required to be kept open for inspection, if any, shall be open for inspection at the Registered office and Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company’s website (www.kamaholdings.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.

3. 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 on or before Monday, October 9, 2023. 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 KFin Technologies Limited i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the 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 / receipt of postal ballot forms, i.e. Saturday, October 7, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

#### **CUT-OFF DATE**

4. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights through this postal ballot is Friday, September 1, 2023 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

#### **DISPATCH OF POSTAL BALLOT NOTICE**

5. This Postal Ballot Notice is being sent to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date, i.e. Friday, September 1, 2023 as under:
  - **Electronic form** – Postal Ballot Notice is being sent in electronic form to those shareholders whose email address is registered with the KFin, the Company's Registrar and Share Transfer Agent or Depository Participants and such shareholders are requested to record their assent or dissent through remote e-voting facility provided for this Postal Ballot. Shareholders who have received Postal Ballot Notice by email and wish to vote through physical form may download the Postal Ballot Form from the Company's website ([www.kamaholdings.com](http://www.kamaholdings.com)) or KFin's website (<https://evoting.kfintech.com>) or seek duplicate Postal Ballot Form from KFin and record their assent or dissent by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and sending the duly completed Postal Ballot Form by courier, registered / speed post (at the expense of the shareholders) so as to reach the Scrutinizer not later than 5.00 p.m. IST on Saturday , October 7, 2023.
  - **Physical form** – Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid envelope is being sent in physical form to those shareholders whose email address is not registered with KFin / Depository Participants and such shareholders are requested to record their assent or dissent either through remote e-voting facility provided for this Postal Ballot or by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and returning the duly completed Postal Ballot Form, in the self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. IST on Saturday , October 7, 2023. A shareholder who has not received Postal Ballot Form may download the Postal Ballot Form from the Company's website ([www.kamaholdings.com](http://www.kamaholdings.com)) or KFin's website (<https://evoting.kfintech.com>) or seek duplicate Postal Ballot Form from KFin. The envelopes containing Postal Ballot Forms, if sent by courier, registered / speed post (at the expense of the shareholders) will also be accepted if received not later than 5.00 p.m. on Saturday, October 7, 2023. Dispatch of the Notice shall be deemed to be completed on Thursday , September 7, 2023.
6. Kindly note that the shareholders can opt only one mode of voting, i.e. either by physical ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by physical ballot also and vice versa. However, in case the shareholders cast their vote by physical ballot and remote e-voting, then voting done by remote e-voting shall prevail and voting done through valid physical ballot will be treated as invalid.

#### **REMOTE E-VOTING:**





7. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulations 44 of the listing regulations read with SEBI Circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 relating to e-voting facility provided by listed entities ("SEBI e-voting Circular") the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting"). KFin, the Company's Registrar and Share Transfer Agent, will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolutions proposed to be considered through this Postal Ballot Notice by electronic means.
8. **The remote e-voting period commences on Friday, September 8, 2023 (9.00 a.m. IST) up to Saturday, October 7, 2023 (5.00 p.m. IST).** During this period, the shareholders of the Company holding shares either in physical form or in demat form, as on the **Cut-off Date, i.e. Friday, September 1, 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin 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.



9. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for e-voting (details of user id and password are printed in the Postal Ballot Notice).
10. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP").
11. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.

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

- i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e. 'KAMA Holdings Limited', or e-voting service provider, i.e. KFin.</li> <li>vi. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>iv. 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.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name, i.e. KAMA Holdings Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <ol style="list-style-type: none"> <li>i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of member	Login Method
Individual members holding securities in demat mode with CDSL	<p><b>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System MyEasi.</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Enter the registered user ID and password for accessing Easi / Easiest.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> <p><b>B. Instructions for users who have not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no.A above to cast your vote.</li> </ol> <p><b>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide Demat Account Number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘KAMA Holdings Limited’ or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against KAMA Holdings Limited or KFin.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.**

**Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:**

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li> <li>ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN - 7628 (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>iii. After entering these details appropriately, click on “LOGIN”.</li> <li>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>v. Members would need to login again with the new credentials.</li> <li>vi. On successful login, the system will prompt the member to select the “<b>EVENT NO.7628</b>”, viz., ‘KAMA Holdings Limited – Postal Ballot’</li> <li>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</li> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</li> <li>x. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</li> <li>xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).</li> <li>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to &lt;pcsadco@gmail.com&gt; with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</li> </ol>

Type of member	Login Method
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced</b></p> <ul style="list-style-type: none"> <li>i. Members, who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>.</li> <li>ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</li> <li>iii. Alternatively, members may send an email request at the email id <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.</li> <li>iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.</li> </ul>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <ul style="list-style-type: none"> <li>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399            Example for NSDL: MYEPWD&lt;SPACE&gt; IN12345612345678            Example for CDSL: MYEPWD&lt;SPACE&gt; 1402345612345678            Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</li> <li>ii. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>iii. Members may send an email request to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</li> <li>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li> </ul>
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13. 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 <https://evoting.kfintech.com>. In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1-800-309-4001 (toll free) or may write to the Company Secretary at [info@kamaholdings.com](mailto:info@kamaholdings.com).

14. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.



15. We urge 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 registration of email ID:

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.	

16. Members holding shares in physical mode may please note that The Securities and Exchange Board of India (SEBI) has mandated linking PAN with Aadhaar and furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by all the shareholders who are holding their shares in physical form. Effective from January 1, 2022, any service requests or complaints received from such member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after October 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESSES 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: Increase the Authorised Share Capital of the Company and consequent alteration of the Memorandum of Association**

The present Authorised Capital of the Company is Rs.23,00,00,000 (Rupees Twenty Three Crores only) divided into 1,00,00,000 Equity Shares of Rs.10 each, 1,30,00,000 Preference Shares of Rs.10 each.

It is proposed to increase the Authorised Equity Share Capital to 3,50,00,000 Equity Shares of Rs. 10 aggregating to Rs. 35,00,00,000 (Rupees Thirty Five Crores only). Therefore, due to the proposed increase in authorized equity share capital, the total Authorized Share Capital shall be increased to Rs. 48,00,00,000 (Rupees Forty Eight Crores only) comprising of 3,50,00,000 (Three Crores Fifty Lakhs only) Equity Shares of Rs.10 each amounting to Rs. 35,00,00,000 and 1,30,00,000 (One Crore Thirty Lakhs only) Preference Shares of Rs.10 each amounting to Rs. 13,00,00,000.

This would require an alteration in Clause V of the Memorandum of Association of the Company. As per the provisions of Sections 61 read with Section 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders by way of Ordinary resolution. Approval of the members is sought to amend Clause V of the Memorandum of Association of the Company as stated below:

CLAUSE NO.	EXISTING CLAUSE	PROPOSED CLAUSE
V	The share capital of the Company is Rs. 23,00,00,000 (Rupees Twenty Three Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs.10 each, 1,30,00,000 (One Crores and thirty lakhs) Preference Shares of Rs.10 each with the power to increase, reduce, divide and/or sub-divide the share capital and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, howsoever, as may be determined in accordance with the law and the regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations.”	The share capital of the Company is Rs. 48,00,00,000 (Rupees Forty Eight Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs only) Equity Shares of Rs.10 each, and 1,30,00,000 (One Crore Thirty Lakhs only) Preference Shares of Rs.10 each with the power to increase, reduce, divide and/or sub-divide the share capital and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, howsoever, as may be determined in accordance with the law and the regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company and to consolidate or sub-divide or reorganise shares or issue shares of higher or lower denominations.”

The Board of Directors recommends the resolution as set out in item No. 1 above for your consideration and approval by way of an Ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution save and except to the extent of their direct or indirect shareholding in the Company.

**Item No. 2: Issuance of Bonus Shares**

The equity shares of your Company are listed and traded on the BSE Limited (“BSE”). Over the period, reserves and surplus of the Company have grown significantly. Considering the substantial amount of Reserves and Surplus and with a view to reward the members and rationalize the paid-up share capital, the Board of Directors of the Company in its meeting held on September 1, 2023, proposed to issue bonus equity shares in the proportion of 4 : 1 i.e., 4 (four) new fully paid Equity Share of the Company of Rs. 10/- each for every 1 (one) existing fully paid Equity Share of the Company of Rs. 10/- each held by the Members on the Record Date, subject to approval of the Members and any other statutory and regulatory approvals, as may be applicable, by way of capitalization of the Free Reserves Accounts, Capital Redemption Reserve or any other permitted reserves / surplus of the Company, as may be considered appropriate for this purpose, as per the Audited Financial Statement of the Company for the year ended March 31, 2023.

Articles of Association of the Company permits issuance of unissued shares to the members of the Company as fully paid bonus shares. Capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations for the time being in force and subject to such approvals, if required, from the statutory authorities.

Further, it is proposed to authorize the Board of Directors of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors recommends the resolution as set out in item No. 2 above for your consideration and approval by way of an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution save and except to the extent of their direct or indirect shareholding in the Company.

### **Item No. 3: Adoption of new set of Articles of Association**

The existing Articles of Association (AOA) is based on the Companies Act, 1956. In order to align the Articles of Association with the requirements of the Companies Act, 2013, the Board at its meeting held on September 1, 2023 had decided to replace the existing Articles of Association with a new set of Articles of Association.

The proposed new draft AOA have been uploaded on the Company's website for perusal by the members.

The Board of Directors recommends the resolution as set out in item No. 3 above for your consideration and approval by way of a Special resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution.

### **Item No. 4 - Appointment of Mrs. Shalini Gupta (DIN 00061404) as an Independent Director of the Company**

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee had approved the appointment of Mrs. Shalini Gupta (DIN 00061404) as an Additional Non-Executive Independent Director of the Company for a term of 5 years commencing from September 1, 2023 to August 31, 2028, under Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), a listed entity shall ensure that the approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs Shalini Gupta is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Mrs Shalini Gupta that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mrs. Shalini Gupta for the office of an Independent Director of the Company. Mrs. Shalini Gupta is independent of the management and possesses appropriate skills, experience and knowledge for appointment as an Independent Director. Considering the extensive knowledge, experience as well as her educational background, appointment of Mrs. Shalini Gupta as an Independent Director is in the interest of the Company.

Details of Mrs Shalini Gupta pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are given below :-

Mrs. Shalini Gupta aged 57 years is a graduate in Economics and M.B.A (Finance). She is a director, in companies engaged, inter-alia, in advisory and marketing services, having a rich experience of more than 28 years.

The Nomination and Remuneration Committee/Board has considered her diverse skills, leadership and vast business experience and her understanding of relevant laws, rules, regulation, and policy, among others for recommending to the members her

appointment as an Independent Director. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Mrs. Shalini Gupta possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an independent director.

Mrs. Shalini Gupta (DIN 00061404) has no shareholding in the Company.

Details of her Directorship is given below:

<b>S. No.</b>	<b>Directorship in other Companies</b>	<b>Committee Membership</b>
1.	Gee Kay Builders and Development Services Private Limited	Nil
2.	Chanda Exports Private Limited	Nil
3.	Manog Securities Private Limited	Nil

Copy of the terms and conditions of appointment of Mrs. Shalini Gupta are available on the website of the Company at [www.kamaholdings.com](http://www.kamaholdings.com)

The Board of Directors recommends the resolution as set out in item No. 4 above for your consideration and approval by way of the special resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mrs. Shalini Gupta, are in any way concerned or interested, financially or otherwise, in the Resolution.

**Place : Gurugram**  
**Date : September 01, 2023**

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

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

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