



KAMA Holdings Limited

(CIN: L92199DL2000PLC104779)

Regd. Office: The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, 2nd Floor,

Mayur Place, Mayur Vihar Phase I Extn, Delhi – 110091

Corp. Office : Block-C, Sector-45, Gurgaon-122 003, Haryana

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POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 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”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 in view of COVID-19 pandemic (“MCA Circulars”), that the resolution appended below is proposed to be passed by the Members of KAMA Holdings Limited (“the Company”). The Resolution(s) in respect of the matter(s) as set out in the accompanying Postal Ballot Notice are proposed to be transacted through postal ballot only by way of remote electronic voting (“Postal Ballot”).

The draft resolution 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 compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Wednesday, May 20, 2020 at 9.00 A.M. (IST) and end on Thursday, June 18, 2020 at 5.00 P.M. (IST). The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-voting and, the results of the voting shall be declared on or before Friday, June 19, 2020. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. www.kamaholdings.com and on the e-voting website of KFin Technologies Private Limited i.e. <https://evoting.karvy.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed.

Special Business

Resolution No. 1

Contribution to various bona fide and charitable funds etc

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 181 and other applicable provisions, if any, of the Companies Act, 2013, 2013 (including any re-enactment(s) and amendment(s) made there under, if

any, for the time being in force) and the applicable rules and regulations thereto, consent of the members of the KAMA Holdings Limited (“the Company”) be and is hereby accorded to the Board to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc., such amount or amounts in any financial year upto Rs. 20,00,00,000/- (Rupees Twenty crores only) or the limits set out in Section 181 of the Companies Act, 2013, whichever is higher.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to above resolution.

Registered Office:

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

By Order of the Board of Directors
For KAMA Holdings Limited

Sd/-

Place : Gurugram

Date : 12th May, 2020

Ekta Maheshwari
Whole Time Director, CFO & Company Secretary
(DIN : 0207143)

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 Special Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. 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 is Friday, May 15, 2020 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. www.kamaholdings.com and on the e-voting website of KFin Technologies Private Limited (“KFin”) i.e. <https://evoting.karvy.com>

All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 8. As per the MCA Circulars and in view of non-availability of postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Regulations”) and in accordance with the MCA Circulars, the Company has engaged KFin Technologies Pvt. Ltd as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. Dispatch of the Notice shall be deemed to be completed on Tuesday, May 19, 2020.

6. E-voting shall commence on Wednesday May 20, 2020 at 9.00 A.M. (IST) and end on Thursday, June 18, 2020 at 5.00 P.M. (IST). The e-voting module shall be disabled by KFin for voting thereafter.
7. The Board of Directors of the Company has appointed Mr. Sanjay Aggarwal of M/s S.Aggarwal & Associates, Practising Company Secretaries (FCS : 6158 / CP No. 8989), as 'Scrutinizer' for conducting the Postal Ballot process in a fair and transparent manner.
8. **The remote e-voting process shall be as under:**

(A) In case of Members receiving e-mail from KFin:

- (i) Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials, given as under:

First time users	User ID and Password as given in email
Existing users	
user ID:	For Members holding shares in Demat form:
	a. For NSDL: 8 character DP ID followed by 8 digit Client ID
	b. For CDSL: 16 digit Beneficiary ID/Client ID
	For Members holding shares in Physical form:
	Event No. (EVEN) followed by Folio No. registered with the Company
Password:	Your existing password

- (iii) After entering the details appropriately, click on "LOGIN".
- (iv) Password change menu appears wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- (v) Login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e. "KAMA Holdings Limited".
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cutoff Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the 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.
- (viii) Members holding multiple folios/demat accounts may choose to vote differently for each folio/demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm your voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, Members can login any number of times and vote till they have confirmed their voting on the resolution.

Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the Certified True Copy of the Board Resolution, together with attested specimen signature(s) for authorising the representatives to vote on their behalf, to the Scrutinizer through e-mail to saggarwal.in@gmail.com with a copy marked to evoting@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the portal of KFin, while casting the vote.

(B) In case of shareholders have not registered their email address:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote evoting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- (i) In light of the MCA Circulars for remote evoting for this Postal Ballot, shareholders who have not registered their mail ids and in consequence the e-voting notice could not be serviced may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg>. Shareholders may also visit the website of the company www.kamaholdings.com. Click on the "Postal ballot-email registration" and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - (ii) It is clarified that shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
 - (iii) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
9. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to any other person authorised by him. The result of the Postal Ballot shall be declared by the Chairman or any other person authorised by him on or before Friday, June 19, 2020 at Corporate office of the Company. The resolution if passed by the requisite majority shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Thursday, June 18, 2020.
- The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website i.e. www.kamaholdings.com and on the e-voting website of KFin i.e. <https://evoting.karvy.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed and displayed at the Registered Office and Corporate Office of the Company once the lockdown is lifted.
10. In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.karvy.com> or contact Mr B.V.Kishore, Deputy Manager – Corporate Registry, KFin Technologies Private Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: einward.ris@kfintech.com; 1800-3454-001 (toll free) or may write to the Company Secretary at investors@kamaholdings.com

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

At present the entire world is facing an unprecedented crisis in the form of COVID-19 pandemic. India is also facing the same and has been under lock down since 25th March 2020. While lock down is a necessary step to prevent the spread of this Novel Coronavirus, at the same time there is a class of people who are getting severely impacted due to this. There are daily wage earners who have no resources to feed their families without having any livelihood. Every section of the society is generously working towards the welfare of such people. Your Company wants to do its bit for this noble cause and would like to contribute, donate, subscribe or otherwise provide assistance from time to time for this and any other bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes.

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors of the Company to make contributions as above in any financial year upto Rs. 20,00,00,000/- (Rupees Twenty crores only) or the limits set out in Section 181 of the Companies Act, 2013, whichever is higher.

The Board recommends the resolution for approval of the members.

None of the Directors, key managerial persons or their relatives is relatives is concerned or interested, financial or otherwise, in the proposed Resolution.

Registered Office:

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Delhi – 110091

By Order of the Board of Directors
For KAMA Holdings Limited

Sd/-

Place : Gurugram
Date : 12th May, 2020

Ekta Maheshwari
Whole Time Director, CFO & Company Secretary
(DIN : 0207143)