

# KDDL Limited

Kamla Centre, SCO 88-89, Sector 8-C, Chandigarh - 160 009, INDIA. Tel: +91 172 2548223/24, 2544378/79  
Fax: +91 172 2548302, Website:www.kddl.com, CIN-L33302HP1981PLC008123



**Ref : KDDL/CS/2023-24/53**

**Date :7<sup>th</sup> September, 2023**

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra,  
Mumbai - 400 051

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

**Trading Symbol : KDDL**

**Scrip Code : 532054**

**Subject: Notice convening 43<sup>rd</sup> Annual General Meeting (AGM) of the Company**

Dear Sir/ Madam,

Pursuant to regulation 34(1)(a) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that 43<sup>rd</sup> AGM of KDDL Limited will be held on Friday, 29<sup>th</sup> September, 2023 at 12:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). In this regard, we are appending herewith a copy of notice of 43<sup>rd</sup> AGM of the Company.

The Schedule of 43<sup>rd</sup> AGM of the Company is as under:

Event	Day, Date and Time
Cut-off date for determining eligible members for voting on AGM Resolution(s)	Friday, 22 <sup>nd</sup> September, 2023
Commencement of remote e-voting	Monday, 25 <sup>th</sup> September, 2023 at 09:00 A.M. (IST)
End of remote e-voting	Thursday, 28 <sup>th</sup> September, 2023 at 05:00 P.M. (IST)
Annual General Meeting (AGM)	Friday, 29 <sup>th</sup> September, 2023 at 12:00 P.M. (IST)

Please take the above information on record.

Thanking you,

Yours truly

**For KDDL Limited**

Brahm Prakash  
Kumar

Digitally signed by  
Brahm Prakash Kumar  
Date: 2023.09.07  
21:21:22 +05'30'

**Brahm Prakash Kumar**  
**Company Secretary**



# NOTICE

## KDDL LIMITED

(CIN- L33302HP1981PLC008123)

Registered Office: Plot No 3, Sector-III, Parwanoo, Distt. Solan, (H. P)-173220

Email: investor.complaints@kddl.com; Website: www.kddl.com

Phone: 0172-2548223/24 & 27, Fax: 0172-2548302

**NOTICE** is hereby given that 43<sup>rd</sup> Annual General Meeting (AGM) of KDDL Limited will be held on Friday, 29<sup>th</sup> September, 2023 at 12.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at Plot No 3 , Sector-III , Parwanoo, District Solan ,(H.P)-173220 which shall be deemed to be the venue of the AGM.

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company (Standalone as well as Consolidated) for the financial year ended 31<sup>st</sup> March, 2023, the reports of the Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** Audited Financial Statements of the Company (Standalone as well as Consolidated) for the financial year ended 31<sup>st</sup> March, 2023 (including the Balance Sheet as at 31<sup>st</sup> March, 2023 and Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2023) along with the Report of the Board and the Auditors' Report thereon, as circulated to the Members and placed before the Meeting, be and are hereby, received, considered and adopted."

- To confirm the payment of Interim Dividend of Rs. 2 per equity share (20%) of face value of Rs. 10 each for the financial year 2022-23 and to declare final dividend of Rs. 2 per equity share (20%) for the financial year ended 31<sup>st</sup> March, 2023.**

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

**"RESOLVED THAT** the interim Dividend of Rs. 2 per equity share (20%) of Rs. 10/- each, absorbing Rs. 2,50,74,234/- paid to the shareholders for the financial year 2022-23, as per the Resolution passed by the Board of Directors at its

meeting held on 9<sup>th</sup> March, 2023 be and is hereby noted and confirmed."

**"RESOLVED FURTHER THAT** Final Dividend of Rs. 2 per equity share (20%) of Rs. 10/- each absorbing Rs. 2,50,74,234/- out of current year's profit be and is hereby declared and the same be paid as recommended by Board of Directors, to those Equity shareholders whose names appear on the Register of Members of the Company as on 23<sup>rd</sup> September, 2023 being book closure date."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Mr. Sanjeev Kumar Masown, Whole Time Director-cum- Chief Financial Officer or Mr. Brahm Prakash Kumar, Company Secretary be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

- To re-appoint Mr. Sanjeev Kumar Masown (DIN: 03542390) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** Mr. Sanjeev Kumar Masown (DIN: 03542390) of the Company, who retires by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 or other applicable provisions, if any, read with Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby, re-appointed as Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

- Authorisation for borrowings by way of Unsecured Fixed Deposits from the shareholders of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 ("the act") and the rules made there under (including any statutory modification (s) thereof for

## NOTICE (Contd.)

the time being in force), approval of the Shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company to borrow money(s) from its shareholders by way of Unsecured Fixed Deposits subject to compliance of all the conditions and maximum limits as stated under section 73 of the act or any other applicable provisions of the act read with rules made thereunder.”

“**RESOLVED FURTHER THAT** the Deposits accepted by the Company, may be cumulative or non-cumulative as per the scheme framed by the Company and carrying such rates of interest specified in the Circular to be specifically approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby, specifically authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard.”

### 5 Ratification of Remuneration to Cost Auditor for the financial year 2023-24

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to M/s Khushwinder Kumar & Co., Cost Accountants (FRN: 100123) appointed by the Board of the Company to conduct the audit of cost records pertaining to electricals or electronic products and tools of the Company for the financial year 2023-24 amounting up to Rs. 1 Lac (Rs. One Lac only) plus GST & out of pocket expenses incurred in connection with the audit, be and is hereby ratified and confirmed”

“**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient to give effect to this resolution.”

### 6. Amendment in Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company as follows :

#### (i) Deletion of existing article 81-A.

##### “Special Resolution(s) required in certain cases”

Notwithstanding anything to the contrary stated in these Articles, the following matters shall not be undertaken without the prior approval of the members of the Company by way of a special resolution:

1. Any change in the share capital of the Company, computed on a fully diluted and converted basis, including, any change through the issuance of equity shares or securities that may be convertible into equity shares of the Company, but excluding (i) any change through the issuance of equity shares (or options to purchase equity shares) to officers, directors and employees of the Company pursuant to an employee stock option plan adopted by the Company, provided: (i) such officer, director and/or employee is not a promoter and/or a relative / affiliate of a promoter of the Company; and (ii) such issuances to officers, directors and employees, do not, under any circumstance, exceed: (A) 1% of the Company’s share capital (on a fully diluted and converted basis) per financial year on a cumulative basis, and (B) 5% of the Company’s share capital (on a fully diluted and converted basis) on an aggregate basis; or (ii) any equity shares issued or issuable in connection with a bonus issue, any stock split or consolidation, sub division or other share reorganisation or stock dividend of the Company;
2. Any raising of debt by the Company which causes the debt-equity ratio of the Company to exceed 3:1; and
3. Commencement of any business other than businesses related to: (i) the manufacture and/or service of watches and watch components, precision instruments including objects incorporating wearable technologies and their components, writing instruments and components thereof; objects of precision engineering including devices, components,



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tools, moulds, dies and machines; packaging and display/marketing products for watches, jewelry, lifestyle, fashion and luxury products; jewellery, including non-precious fashion jewellery; (ii) providing engineering, designing services in relation to the aforementioned products and (iii) providing of web-services, including selling of internet leads, marketing and technology solutions, advertisements and related services but shall not include any e-commerce activities.

Notwithstanding anything to the contrary stated in these Articles, in relation to any material subsidiary of the Company (as such term is defined under the listing agreement entered into by the Company with the relevant stock exchange read with the Company's policy for determining 'material' subsidiaries), the following matters shall not be undertaken without the prior approval of the members of the Company by way of a special resolution:

- A. Any change in the share capital of such material subsidiary, computed on a fully diluted and converted basis, including, any change through the issuance of equity share or securities that may be convertible into equity shares of such material subsidiary, but excluding (i) any rights issue undertaken by such material subsidiary in which the Company participates on a pro rata basis; (ii) any change through the issuance of equity shares (or options to purchase equity shares) to officers, directors and employees of such material subsidiary pursuant to an employee stock option plan adopted by such material subsidiary, provided: (X) such officer, director and/or employee is a not a promoter and/or a relative / affiliate of a promoter of such material subsidiary and/or the Company; and (Y) such issuances to officers, directors and employees, do not, under any circumstance, exceed: (AA) 1% of such material subsidiary's share capital (on a fully diluted and converted basis) per financial year on a cumulative basis, and (BB) 5% of such material subsidiary's share capital (on a fully diluted and converted basis) on an aggregate basis or (iii) any equity shares issued or issuable in

connection with a bonus issue, any stock split or consolidation, sub division or other share reorganisation or stock dividend of such material subsidiary;

- B. Any raising of debt by such material subsidiary which causes the debt-equity ratio of such material subsidiary to exceed 3:1; and
- C. Any change in existing or related line of business carried on by such material subsidiary, or commencement of business by such material subsidiary, which is not the existing or related line of business carried on by such material subsidiary.

The Company shall not (including through any decisions of the Board or a committee authorised thereof), and shall cause its material subsidiary(s) not to, take any action that is inconsistent with the provisions of this Article.

### (ii) Deletion of existing article 98-A.

#### **Right of SAIF India V FII Holdings Limited to nominate the Investor Director:**

SAIF India V FII Holdings Limited (the "Investor") shall, as long as it continues to hold at least 5% of the Company's share capital (computed on a fully diluted and converted basis), have the right to nominate 1 (one) non-executive director on the board of directors of the Company (the "Investor Director"). Subject to Law, the Investor Director shall be reappointed on retirement by rotation. The office of the Investor Director shall automatically and forthwith be vacated upon the Investor ceasing to hold at least 5% of the Company's share capital, computed on a fully diluted and converted basis.

**"RESOLVED FURTHER THAT** necessary revision in numbering the clauses of the Articles of Association shall be carried out."

**"RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient to give effect to this resolution."

**NOTICE (Contd.)****7. Approval for Incentive Payout to Mr. Yashovardhan Saboo (DIN – 00012158), Chairman and Managing Director of the Company for the financial year ended 31<sup>st</sup> March, 2023.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder read with Schedule V of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all other applicable laws including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendations of the Nomination & Remuneration Committee, Audit Committee and Board of Directors and subject to all necessary statutory approvals/permissions, if any, and such conditions and modifications as may be prescribed by the approving/consenting authority(ies) while granting such approvals/permissions, consent of the Members of the Company be and is hereby accorded for one time Incentive Payout of Rs. 188 lacs (One Hundred Eighty Eight Lacs) only which is over and above the total amount of remuneration as approved by the Shareholders of the Company, to Mr. Yashovardhan Saboo (DIN : 00012158), Chairman and Managing Director of the Company for the financial year ended 31<sup>st</sup> March, 2023 , upon such terms and conditions which may be decided, altered, modified by the Board of Directors (including its committee thereof) of the Company in accordance with all applicable provisions of laws and in the best interest of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**8. Approval for Incentive Payout to Mr. Sanjeev Kumar Masown (DIN – 03542390), Whole time Director cum Chief Financial Officer for the financial year ended 31<sup>st</sup> March, 2023.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and all other applicable provisions of the Companies

Act, 2013 and rules framed thereunder read with Schedule V of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), on recommendations of the Nomination & Remuneration Committee, Audit Committee and Board of Directors and subject to all necessary statutory approvals/permissions, if any, and such conditions and modifications as may be prescribed by the approving/consenting authority(ies) while granting such approvals/permissions, consent of the Members of the Company be and is hereby accorded for one time Incentive payout of Rs. 77 lacs (Rs. Seventy Seven Lacs) only which is over and above the total amount of remuneration as approved by the Shareholders of the Company, to Mr. Sanjeev Kumar Masown (DIN – 03542390), Whole time Director cum Chief Financial Officer for the financial year ended 31<sup>st</sup> March, 2023 , upon such terms and conditions which may be decided, altered, modified by the Board of Directors (including its committee thereof) of the Company in accordance with all applicable provisions of laws and in the best interest of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**9. Appointment of Mrs. Anuradha Saboo (DIN: 01812641) as Non-Executive Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Anuradha Saboo (DIN: 01812641) who was appointed as an Additional Director of the Company w.e.f 12<sup>th</sup> August, 2023,



## NOTICE (Contd.)

to hold office up to the date of this Annual General Meeting, and in respect of whom a notice under Section 160 or other applicable provision, of the Companies Act, 2013 has been received from a member signifying his intention to propose Mrs Anuradha Saboo for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including

filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**For and on behalf of the Board of Directors**

**Brahm Prakash Kumar**

Company Secretary

Membership no. : F7519

Date: 12<sup>th</sup> August, 2023

Place : Chandigarh

**KDDL Limited**

CIN – L33302HP1981PLC008123

Registered office- Plot no. 3, Sector III,  
Parwanoo-173 220, Himachal Pradesh

Corporate office – S.C.O. 88-89, Sector 8 C  
Madhya Marg, Chandigarh 160 007

[www.kddl.com](http://www.kddl.com)

[investor.complaints@kddl.com](mailto:investor.complaints@kddl.com)

**NOTICE (Contd.)****NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice, is annexed hereto.
3. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.kddl.com](http://www.kddl.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In accordance with Secretarial Standard -2 on General Meetings issued by institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standard-1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceeding of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Shareholders of the Company at 39<sup>th</sup> Annual General Meeting appointed S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No 301003E/E300005), as Statutory Auditors of the Company, for a term of five years to hold office from the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 44<sup>th</sup> Annual General Meeting. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.
7. The Register of Member and the Share Transfer books of the Company will remain closed from 23<sup>rd</sup> September, 2023 to 29<sup>th</sup> September, 2023 (both days inclusive) for the purpose of 43<sup>rd</sup> Annual General Meeting (AGM) of the Company.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and are desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write over email to the [investors.complaints@kddl.com](mailto:investors.complaints@kddl.com).
9. In accordance with the provisions of Regulation 40 (1) of the Securities and Exchange Board of India (Listing Obligation and disclosure Requirements) Regulation, 2015, effective from April 1, 2019, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised so as to be able to freely transfer them and participate in corporate actions.
10. In accordance with the provisions of Section 124 of the Companies Act, 2013 and rules made their under, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. In terms of



## NOTICE (Contd.)

the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company on its website.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
13. Further, the relevant details with respect to Item Nos. 3 and 9 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
14. The Shareholders who have not registered their e-mail address are requested to update their e-mail addresses with their depository participants in case the shares are held in demat form or with the Company/RTA in case the share are held in physical form to enable the Company to send all the communications including Annual Report, Notices, Circulars, etc. electronically.
15. Members may also note that the Notice of 43<sup>rd</sup> Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website [www.kddl.com](http://www.kddl.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com).
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Corporate Members intending to send their authorised representatives to participate and vote through remote e-voting or at the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution/Authority Letter/ Power of Attorney, etc. authorising their representative to attend and vote.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM. Member seeking to inspect such document can send an email to [investor.Complaints@kddl.com](mailto:investor.Complaints@kddl.com)
19. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
20. **Remote E-voting :**
  - (a) In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
  - (b) The voting period begins on Monday, 25<sup>th</sup> September, 2023 at 09.00 A.M (IST) and ends on Thursday, 28<sup>th</sup> September, 2023 at 5:00 p.m. (IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, 22<sup>nd</sup> September 2023 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.



## NOTICE (Contd.)

- (c) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 22<sup>nd</sup> September, 2023 being the cut-off date fixed for the purpose.
- (d) The procedure for remote e-voting is as under:

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

### NSDL Mobile App is available on



**NOTICE (Contd.)**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022- 4886 7000 and 022- 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**NOTICE (Contd.)**

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat

account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote



## NOTICE (Contd.)

and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022- 4886 7000 and 022- 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned

copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@masserv.com](mailto:investor@masserv.com) or [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@masserv.com](mailto:investor@masserv.com) or [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

## NOTICE (Contd.)

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.complaints@kddl.com . The same will be replied by the Company suitably.

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

Section 73(2) of the Companies Act, 2013 (“the Act”) makes it mandatory for the Company to obtain approval of General Meeting before accepting any borrowing from the shareholder by way of Fixed Deposits. As the conditions and maximum limits for accepting deposits from the Shareholders have been laid down in the Companies (Acceptance of Deposits) Rules, 2014 (“the rules”) so approval of the shareholders is required for accepting deposits after complying with all the conditions as stated in Section 73(2) of the Act and within the limits prescribed under the rules.

The Deposits accepted by the Company may carry such rates of interest specified in the Circular to be specifically approved by the

Board of Directors of the Company subsequent to the approval of the shareholders.

In view of above, approval of shareholders is sought by way of an Ordinary Resolution under Section 73(2) and other applicable provisions of the act as set out at item No. 4 of the notice.

No Director, Key Managerial Personnel and their relatives is in any way, except to the extent of their shareholdings, concerned or interested in the resolution, set out at item no. 4 of the notice.

The Board recommends the Ordinary Resolution as set out at item no.4 in the notice for approval by the members.

#### ITEM NO. 5

The Board of Directors at its meeting held on 26<sup>th</sup> May, 2023 upon the recommendations of the Audit Committee, approved the appointment of M/s Khushwinder Kumar & Co., Cost Accountants (Registration No.100123) as the Cost Auditor of the Company to conduct the audit of cost records of the Company pertaining to Electricals or electronic products and tools for financial year commencing from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024 at a remuneration of up to Rs. 1,00,000/- (Rs. One Lac only) plus GST & out-of pocket expenses on actual basis.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2024, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution as set out at item No. 5 of the notice for approval by the Members.

#### ITEM NO. 6

It is proposed to delete the existing article no. 81-A and 98-A of the Articles of Association of the Company, the details of which are given in the resolution.

Provisions of Section 14 of the act requires that a Company may, by a special resolution, alter its Articles of Association of the Company, accordingly, approval of shareholders by way of Special Resolution is being sought through this resolution.

No Director, Key Managerial Personnel and their relatives is in any way, concerned or interested in the resolution, set out at item no. 6 of the notice.

The Board recommends the Special Resolution as set out at item no. 6 in the notice for approval by the members.



## NOTICE (Contd.)

A copy of the new Articles of Association is available for inspection at the Registered Office of the Company during business hours on any working day between 11:00 am to 2:30 pm up to the date of the Annual General Meeting and is also available on the website of the Company at [www.kddl.com](http://www.kddl.com)

### ITEM NO. 7 & 8

The Nomination & Remuneration Committee (NRC) of the Board of Directors of the Company at its meeting held on 28<sup>th</sup> July, 2022 had approved a policy and guidelines for the additional incentive payout for the distribution of excess operational profit compared to the financial budget and previous year actual profit with all eligible employees (above manager level) including Executive Directors of the Company. The main spirit and objective of the policy is to share fixed percentage of the excess profits to reward and motivate the employees for their contribution, efforts and hard work leading to higher and better performance.

As per the policy approved by NRC, this additional incentive is to be paid to all eligible employees in managerial and leadership grades in proportion to their variable incentive and also on the basis of the actual performance of the respective business unit, segment, and Company.

During the previous financial year ended 31<sup>st</sup> March 2023, Company's performance was significantly higher (by Rs. 33.3 Cr) compared to the actual performance of financial year 2021-22 and also higher than the financials budgets (by Rs. 25.7 Cr) for the financial year 2022-23.

Accordingly, the Board of Directors of the Company, pursuant to the recommendations of Nomination and Remuneration Committee (NRC) and Audit Committee, at its meeting held on 12<sup>th</sup> August, 2023 and subject to the approval of Shareholders, recommended one time Incentive Payout for Mr. Yashovardhan Saboo and Mr. Sanjeev Kumar Masown which is applicable to all managerial staff.

The Shareholders of the Company at 40<sup>th</sup> Annual General Meeting (AGM) held on 23<sup>rd</sup> September, 2020 vide Special Resolution had re-appointed Mr. Yashovardhan Saboo as Chairman & Managing Director of the Company and approved his remuneration for a period of three financial years w.e.f 1<sup>st</sup> April, 2020 till 31<sup>st</sup> March, 2023. The Shareholders at 42<sup>nd</sup> AGM held on 27<sup>th</sup> September, 2022 also approved one time value creation award to Mr Yashovardhan Saboo for value creation in Ethos Limited, material subsidiary. Further, the Shareholders vide Special Resolution passed through Postal Ballot dated 15<sup>th</sup> June, 2023 re-appointed Mr. Yashovardhan Saboo and approved his remuneration for a period of three financial years w.e.f 1<sup>st</sup> April, 2023 till 31<sup>st</sup> March, 2026. The shareholder of Ethos Limited, material subsidiary, vide special resolution passed through postal ballot dated 19<sup>th</sup> May, 2023 re-appointed Mr. Yashovardhan Saboo as Chairman & Managing Director and also approved his remuneration for a period of three financial years w.e.f. 1<sup>st</sup> April, 2023 till 31<sup>st</sup> March, 2026.

Also, the Shareholders of the Company at 41<sup>st</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2021 vide Special Resolution had re-appointed Mr. Sanjeev Kumar Masown as Whole time Director (with functional designation of Chief Financial Officer) of the Company and approved his remuneration for a period of three financial years w.e.f 1<sup>st</sup> April, 2021 till 31<sup>st</sup> March, 2024.

As per these guidelines, the excess operational profit is already distributed to all eligible employees (except Executive Directors) covered under the scheme as one time payment. However, the additional Incentive Payout to Mr. Yashovardhan Saboo and Mr. Sanjeev Kumar Masown is still not paid due to the maximum limit of remuneration already approved by the Shareholders.

The proposed incentive payout (as detailed above) for the financial year ended 31<sup>st</sup> March, 2023, duly recommended by the Board of Directors pursuant to the recommendations of Nomination and Remuneration Committee and Audit Committee, at its meeting held on 12<sup>th</sup> August, 2023 is over and above the limits already approved by the Shareholders, payment of which requires Shareholders' approval and the same is being sought now in ensuing Annual General Meeting of the Company by way of Special Resolution, in accordance with the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 and Listing Regulations,.

Details of proposed incentive amount for the financial year ended 31<sup>st</sup> March, 2023 are given below:

Sr. No.	Name & Designation	Incentive Amount for the financial year ended 31 <sup>st</sup> March, 2023 (Rs. in lacs) For approval of the shareholders
1	Mr. Yashovardhan Saboo – Chairman & Managing Director	188.00
2	Mr. Sanjeev Kumar Masown – Whole time Director cum CFO	77.00

The following additional information as required under Part II Section II of Schedule V of the Companies Act, 2013 is being furnished hereunder:

#### I. GENERAL INFORMATION:

##### 1) Nature of Industry:

The Company is in the business of manufacturing of watch components (watch dials and watch hands), precision engineering components and press tools.

##### 2) Date or expected date of commencement of commercial production:

6<sup>th</sup> February, 1981

**NOTICE (Contd.)**
**3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**4. Financial performance based on given indicators:**

Amount (Rs. in Lacs)

Particulars	Standalone			
	F.Y. 22-23	F.Y. 21-22*	F.Y. 20-21	F.Y. 19-20
Total Income	36,361.00	22,337.00	14,941.23	18,586.20
Profit/ (Loss) before tax	8,924.00	2,740.00	515.41	1,388.17
Profit/(Loss) after tax	6,923.00	2,129.00	339.09	912.34

\*Restated

**5) Foreign investments or Collaborators, if any**

The Company does not have any foreign collaborations as on the date of this Notice. As on date, the Company has invested in the following overseas hundred percent (100%) subsidiaries :

Sr. No.	Name of the Company	Amount (Rs. in lacs)
1	Pylania SA, Switzerland	281.24
2	Kamla International Holdings SA, Switzerland	1,944.36

**II. INFORMATION ABOUT THE APPOINTEE:**

(1)	Background details	<p><b>Mr. Yashovardhan Saboo</b> : He is B.A. (Hons.) and MBA from IIM, Ahmedabad. He started his career in 1980 as Director of Groz-Beckert Saboo Limited, Chandigarh and was the Managing Director of the company from 1991 to 1993. In 1983, he set up Kamla Dials and Devices Limited (now KDDL Limited) as Managing Director of the Company. In 2003, he set up Ethos. In 2006, he set up the Precision Stamping division, EIGEN Engineering, at Bangalore. He has been conferred with “UdyogRatna” Award from PHDCCI in 2005 for valuable contribution to the economic development of Himachal Pradesh.</p> <p><b>Mr. Sanjeev Kumar Masown</b> : He is an Executive Director of our company since 2016, in addition to his role as Chief Financial Officer (CFO) since 2011. He is a Qualified CMA and Fellow Member of the Institute of Cost Accountants of India and a Commerce Postgraduate. He is a certified Six Sigma Green Belt holder. He has more than 30 years of experience in handling various leadership roles in different manufacturing companies (Both listed and unlisted).</p>
(2)	Past remuneration (last 3 financial years)	<p><b>Mr. Yashovardhan Saboo</b></p> <p><b>Details of remuneration drawn from KDDL Limited :</b></p> <p>FY 2022-23: Rs. 320.88* lacs  FY 2021-22: Rs. 300.41 lacs  FY 2020-21: Rs. 281.41 lacs</p> <p>Mr. Yashovardhan Saboo was not drawing any remuneration from Ethos Limited since his appointment as the Chairman and Managing Director of the Company till 31<sup>st</sup> March, 2023 except for the payment of sitting fees for attending Board meetings and various Committee meetings. During the financial year ended 31<sup>st</sup> March, 2023, Mr. Yashovardhan Saboo was paid an amount of Rs. 5.33 lacs.</p> <p>* Excluding one time value creation award of Rs. 1,900 lacs</p> <p><b>Mr. Sanjeev Kumar Masown :</b></p> <p><b>Details of remuneration drawn from KDDL Limited :</b></p> <p>FY 2022-23: Rs. 162.52 lacs  FY 2021-22: Rs. 147.44 lacs  FY 2020-21: Rs. 129.68 lacs</p>

**NOTICE (Contd.)**

(3)	Recognition or awards	<p><b>Mr. Yashovardhan Saboo</b></p> <ul style="list-style-type: none"> <li>Chairman- CII Chandigarh, 2002</li> <li>Founder Member YTTS, an NGO involved with running various school programmes for underprivileged youth.</li> <li>Actively associated in organizations as Rotary Club Chandigarh, AIESEC, Spic Macay.</li> <li>Udyog Ratna Award from PHDCCI in 2005 (For valuable contribution to economical development of Himachal Pradesh)</li> </ul>
(4)	Job profile and his suitability; Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p><b>Mr. Yashovardhan Saboo</b></p> <p>Our Company benefits greatly from an experienced management team with deep industry know-how and knowledge. The management team is led by Mr. Yashovardhan Saboo, our Chairman &amp; Managing Director. Mr. Yashovardhan Saboo has rich experience of handling various areas of business and is well known in the industry. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India.</p> <p><b>Mr. Sanjeev Kumar Masown</b></p> <p>Our Company benefits from his vast experience and understanding of the industry and exposure to various fields and areas relevant for the company. His expertise and strong background in financial planning and strategies, reporting, fund raising, banking, financial modelling and restructuring, mergers, acquisitions, accounting, tariffs and duties like anti-dumping, safeguard duties, subsidy, EOU's, taxation, compliances, creating efficient financial processes, fund management, automation, risk management, commercial areas, etc. brings added advantage to company.</p> <p>He is directly leading our strategic and fast-growing precision engineering business segment "Eigen". His leadership qualities, business acumen, strong commercial background, relationship management, out of box thinking, people centric approach and strategic initiatives are acting as catalyst in the growth and development of the company and enhancing value for the shareholders.</p>
(5)	Remuneration proposed	Details form part of Explanatory Statement
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	<p><b>Mr. Yashovardhan Saboo</b></p> <p>(a) Mr. Yashovardhan Saboo is the Promoter of the Company and is holding 22,12,355 equity shares (i.e. 17.65 % of the paid up capital) in the Company.</p> <p>(b) Fixed Deposits of Rs. 2.30 crores (indirectly).</p> <p>(c) Mr. Yashovardhan Saboo is a brother of Mr. Jai Vardhan Saboo and husband of Mrs. Anuradha Saboo, Non- Executive Directors of the Company.</p> <p><b>Mr. Sanjeev Kumar Masown</b></p> <p>Fixed Deposits of Rs. 2 crores ( directly and indirectly)</p>

**III. OTHER INFORMATION****1) Reasons of loss or inadequate profits**

During the financial year ended 31<sup>st</sup> March, 2023, the Company has reported profits.

**2) Steps taken or proposed to be taken for improvement:**

The performance of the company during the year was very healthy and company achieved new milestones

and records. We are witnessing a healthy demand both from domestic and exports markets and expect this trend to continue in the coming months. The Company has initiated various steps for enhancing revenue and market share by better communication, digital marketing and social media. The response and feedback from the customers have been encouraging and we plan to continue these initiatives with high



**NOTICE (Contd.)**

rigor and enthusiasm. The Company continues to focus on improving efficiency, productivity, turn – around time and upgrading the product offering and range by continuous enhancement of employee’s skills. The Company is also enhancing the capacity of the factories for meeting the additional demand from various customers. In addition, a new plant is being set up for the manufacture of watch bracelets, first in India and this plant is likely to get commissioned during FY24. Company is expanding its market presence in new segments and getting favorable response from the overseas market players. The Company continues to focus on the cost optimization for improving the profitability of the company. We strongly believe that the profitability of the company will remain healthier and stronger.

**3) Expected increase in productivity and profits in measurable terms:**

The financial performance of the Company continues to be on healthy growth trajectory. The financial position, liquidity and other important parameters of profitability, gearing and growth are satisfactory and better compared to other similar type of manufacturing industries. The steps and initiatives undertaken by the Company for its business stream is likely to result in healthy growth of revenue and profitability in the coming years.

Your Directors recommend the resolutions set out at Item no. 7 & 8 for approval of the Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives except Mr. Yashovardhan Saboo and Mr. Sanjeev Kumar Masown, are either concerned or interested in the resolution.

**ITEM NO. 9**

The Board of Directors appointed Mrs. Anuradha Saboo (DIN: 01812641), as an Additional (Non-Executive) the Director of the Company w.e.f 12<sup>th</sup> August, 2023 who in terms of the provisions of Section 161(1) of the Act, shall hold office up to the date of this Annual General Meeting and is eligible for the appointment as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mrs. Saboo for the office of Director, liable to retire by rotation.

The Company has received the following from Mrs. Saboo:

- (a) Consent in writing to act as Director in Form DIR 2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- (b) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders in terms of Section 160 of the Companies Act, 2013 for the appointment of Mrs. Anuradha Saboo as the Director of the Company, liable to retire by rotation.

The brief profile, specific areas of her expertise and other information as required under Listing Regulations are provided at the end of the notice

None of the Directors and Key Managerial Personnel or their relatives except Mrs. Anuradha Saboo, is either concerned or interested in the resolution.

The Board recommends the Resolution set out at item no. 9 of the notice for the approval of the members as an **Ordinary Resolution**.

**For and on behalf of the Board of Directors**

**Brahm Prakash Kumar**  
Company Secretary  
Membership no. : F7519

Date: 12<sup>th</sup> August, 2023  
Place: Chandigarh

**KDDL Limited**

CIN – L33302HP1981PLC008123  
Registered office- Plot no. 3, Sector III,  
Parwanoo-173 220, Himachal Pradesh  
Corporate office – S.C.O. 88-89, Sector 8 C  
Madhya Marg, Chandigarh 160 007  
www.kddl.com  
investor.complaints@kddl.com



## ANNEXURE A

### The brief profile, specific areas of expertise and other information of directors seeking re-appointment:

Name of the Director	Mr. Sanjeev Kumar Masown	Mrs. Anuradha Saboo
Date of Birth	30 <sup>th</sup> September, 1969	30 <sup>th</sup> November, 1961
Date of first appointment on the Board	30 <sup>th</sup> May, 2016 as an Additional Director	12 <sup>th</sup> August, 2023 as an Additional Director
Date of re-appointment	31 <sup>st</sup> May, 2021	NA
Brief Resume, Expertise in specific functional areas and qualification	Mr. Sanjeev Masown an Executive Director of our company since 2016, in addition to his role as Chief Financial Officer (CFO) since 2011. He is a Qualified CMA and Fellow Member of the Institute of Cost Accountants of India and a Commerce Postgraduate. He is a certified Six Sigma Green Belt holder. He has more than 30 years of experience in handling various leadership roles in different manufacturing companies (Both listed and unlisted).	Mrs. Anuradha Saboo is a graduate with a Bachelor's degree in Science from Bombay University. For several years, she headed the Packaging Division of KDDL LIMITED; during this tenure, she enrolled several export customers. Thereafter, when the ETHOS retail chain was established under KDDL, her responsibilities changed to take charge of the functions of marketing, training, and customer experience at ETHOS, which she managed for several years. She has excellent insight into the world of luxury and Swiss watches. She has a working knowledge of both French and German languages, which has been very useful in the business of the company. She has continued to assist the Chairman and Managing Director, Mr. Yasho Saboo, during his international visits and events for international partners in Europe and India.
No. Board Meetings attended in financial year 2022-23	9	NA
Directorship held in other Public companies (excluding foreign Company and section 8 Company) – As on 31 <sup>st</sup> March, 2023	Mahen Distribution Limited Kamla Tesio Dials Limited	NA
Membership/ Chairmanship of Committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA	NA
Number of shares held in the Company	25 Equity Shares as on 31 <sup>st</sup> March, 2023	4,48,857 Equity Shares as on 31 <sup>st</sup> March, 2023
Relationships with other Directors/KMP	NA	She is wife of Mr. Yashovardhan Saboo – Chairman & Managing Director and Sister in law of Mr. Jai Vardhan Saboo – Non Executive Director of the Company
Listed entities from which the person has resigned in the past three years	NA	NA