KDDL Limited

(CIN : L33302HP1981PLC008123)
Regd. Office: Plot No. 3, Sector - III, Parwanoo-173 220, Distt. Solan (H.P.)
Tel.: +91 172 2548223/24, Fax : +91 172 2548302,
Website: www.kddl.com; Email ID: investor.complaints@kddl.com

Dear Member,

Subject: KDDL Limited -Circular inviting deposits from Shareholders.

We wish to inform you that the Board of Directors have been authorized by the Shareholders in the 46th Annual General Meeting to borrow from its Shareholders by way of Fixed Deposits, subject to compliance of conditions stated under the provisions of section 73(2) of the Companies Act, 2013 ('Act') or any other applicable provisions of the Act, if any and subject to limits provided under the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

The Deposits accepted by the Company will be cumulative or non-cumulative as per the scheme approved by the Company and carrying rates of interest as contained in the circular, which shall not exceed the maximum rate of interest prescribed by the Reserve Bank of India.

As per the provisions of Section 73(2) of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, the Circular in the form of advertisement in Form DPT - 1 inviting deposits, has already been filed with the Ministry of Corporate Affairs/ Registrar of Companies on 29th September, 2026 vide SRN AC6386835. A copy of the same, pursuant to section 73(2) of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, is enclosed herewith.

Thanking you,

Yours Truly
For KDDL Limited
Sd/-
Brahm Prakash Kumar
Company Secretary

Date: 30th October, 2026
Place: Chandigarh

FORM DPT – 1

CIRCULAR INVITING DEPOSITS

[Pursuant to section 73(2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]

1. GENERAL INFORMATION

<table>
<tr><td>a.</td><td>Name, address, website and other contact details of the company;</td><td colspan="2">KDDL Limited
(CIN – L33302HP1981PLC008123)
Registered office: Plot No. 3, Sector III, Parwanoo 173220 (Himachal Pradesh)
Corporate office: ‘Kamla Centre’, S.C.O. 88-89, Sector 8-C, Madhya Marg, Chandigarh – 160009
Tel. No. : +91 172-2548223/24
Fax : +91 172-2548302
Website: www.kddl.com
E-mail: investor.complaints@kddl.com</td></tr>
<tr><td>b.</td><td>Date of incorporation of the company;</td><td colspan="2">8th January, 1981</td></tr>
<tr><td>c.</td><td>Business carried on by the company and its subsidiaries with details of branches or units, if any;</td><td colspan="2">The Company is in the business of manufacturing of watch components (watch dials, watch hands, indexes and bracelets), precision engineering components & press tools and Ornamental Packaging.
Following are the subsidiaries of the Company: -
a) Ethos Limited
b) Mahen Distribution Limited
c) Artisan Watch Products Private Limited
d) Kamla Business Services Limited
e) Pylania SA
f) Kamla International Holdings SA
g) Estima AG
h) Silvercity Brands AG
i) Cognition Digital LLP
j) Favre Leuba GmBH
k) Ethos Lifestyle Private Limited (Formerly RF Brands Private Limited)
l) Ficus Trading LLC
m) Micron Watch Services Pvt. Ltd
Plant/Business Locations:-</td></tr>
<tr><td></td><td></td><td>Dial Units</td><td>a) Plot No. 3, Sector III, Parwanoo -173220 (Himachal Pradesh)
b) Haibatpur Road, Saddomajra, Derabassi –140 507, Punjab</td></tr>
<tr><td></td><td></td><td>Hands Units</td><td>a) 296-97, 5th Main, Phase IV, Peenya Industrial Area, Bengaluru – 560058, Karnataka
b) 408, 4th Main, 11th Cross, 4th Phase, Peenya Industrial Area, Bengaluru – 560058, Karnataka</td></tr>
<tr><td></td><td></td><td>Packaging Unit</td><td>(a) Plot No. 9, Sector V, Parwanoo – 173 220, H.P.
(b) Plot No: 219, Industrial Area - 1st Phase Panchkula - 134 113, Haryana</td></tr>
<tr><td></td><td></td><td>EIGEN Unit</td><td>No. 55 – A, Hunachur Village, Jala Hobli, Yelahannka Taluk, Bengaluru North, Near Kiadb Aerospace Park, Bengaluru - 562 149,Karnataka</td></tr>
<tr><td></td><td></td><td>Bracelet Division</td><td>Plot No. 29-A7, Dobaspet Industrial Area, Phase-4, Honnenahalli Village, Sompura Hobli, Nelamangala Taluk, Bengaluru – 562 111</td></tr>
<tr><td>d.</td><td>Brief particulars of the management of the company;</td><td colspan="2">The Company is managed by the Managing Director under the overall direction and control of the Board of Directors and assisted by a team of professional managers.</td></tr>
<tr><td>e.</td><td colspan="3">Name, addresses, DIN and occupations of the directors :</td></tr>
</table>

Sr. No.	Name and Address of the Director	DIN	Occupation of the Director
1	Mr. Yashovardhan Saboo House No. 1, Sector 5, Chandigarh -160009	00012158	Industrialist
2	Mr. Sanjiv Sachar 1525 B, The Magnolias, DLF Golf Links, DLF 5, Galleria DLF IV, Gurgaon, Haryana -122009	02013812	Consultant
3	Mrs. Neelima Tripathi 19, Central Lane, Bengali Market, New Delhi 110001	07588695	Practicing Advocate
4	Mr. Jai Vardhan Saboo, 1701, Kirby Road, Mclean, USA	00025499	Industrialist
5	Mrs. Anuradha Saboo House No. 1, Sector 5, Chandigarh -160009	01812641	Business
6	Mr. Sanjeev Kumar Masown H. No. 2368, Sector 35C, Chandigarh -160022	03542390	Service
7	Mr. Chitranjan Agarwal House no. 116, Sector 18-A, Chandigarh 160018	00095715	Practicing Chartered Accountant
8	Mr. Anurag Maheshwari 81/8, Hulkul Apartments, Lavelle Road, Richmond Town, Bangalore, Karnataka, India-560001	02872318	Business

f.	Management's perception of risk factors;	Since risk is inherent in every business, it is the Company's responsibility to minimize its incidence in order to protect and enhance shareholder value. The framework of the Company for combating risks recognizes that risks may be divided into two broad categories – risks that are common and relevant for most business in general and risks that are more specifically applicable to our Company and business in particular. The Risk Management Policy at KDDL inter-alia provides for Risk identification, assessment, and reporting and mitigation procedure. The Policy is continuously updated and adopted to the changing environment in which the Company operates.
g	Details of default, including the amount involved, duration of default and present status, in repayment of – i) Statutory dues ii) Debentures and interest thereon iii) Loan from any bank or financial institution and interest thereon.	Nil Nil Nil

2. PARTICULARS OF THE DEPOSIT SCHEME

a.	Date of passing of board resolution;	15th September, 2026
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;	15th September, 2026
c.	Type of deposits, i.e., whether secured or unsecured;	Unsecured
d.	i. Amount which the company can raise by way of deposits as per the Act and the rules made thereunder,	Rs. 38,03,97,063 for acceptance or renewal of Short term deposits for repayment earlier than 6 months from the date of deposit or renewal but repayable not earlier than 3 months, from members upto 10% of the aggregate of the paid up share capital, securities premium and free reserves. {Scheme A} Rs. 133,13,89,719 for acceptance or renewal of any deposit, if the amount of such deposits together with the amount of other deposits outstanding as on date of acceptance or renewal of such deposits upto 35% of the paid up share capital, securities premium and free reserves. {Scheme B and C} Rs. 51,06,01,000 as on 31.03.2026

<table>
<tr><td></td><td>ii. the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of the issue of circular or advertisement and

iii. Amount of Deposits proposed to be raised

iv. amount of deposit repayable within the next twelve months;</td><td>Rs 56,38,33,000 as on 15-09-2026

Rs. 76,75,56,719

Rs. 23,99,64,000</td></tr>
<tr><td>e.</td><td>Terms of raising of deposits : Duration, Rate of interest, mode of payment and repayment;</td><td>Scheme A – Short Term Deposits
<table>
<tr><th>Period</th><th>Rate of Interest</th><th>Interest Payable</th><th>Minimum Amount of Deposit (Rs.)</th></tr>
<tr><td>More than 3 months and less than 6 months</td><td>8.00%</td><td>On maturity</td><td>1,00,000</td></tr>
</table>
<u>Scheme B – Fixed Deposit</u>
<table>
<tr><th>Period</th><th>Rate of Interest</th><th>Interest Payable</th><th>Minimum Amount of Deposit (Rs.)</th></tr>
<tr><td>12 months</td><td>9.00%</td><td>Qtrly.</td><td>1,00,000</td></tr>
<tr><td>24 months</td><td>9.50%</td><td>Qtrly.</td><td>1,00,000</td></tr>
<tr><td>36 months</td><td>9.75%</td><td>Qtrly.</td><td>1,00,000</td></tr>
</table>
<u>Scheme C – Cumulative Deposit</u>
<table>
<tr><th>Period</th><th>Compounding Basis deposit</th><th>Minimum amount of deposit (Rs.)</th><th>Rate of Interest with quarterly compounding</th><th>Effective Yield per annum (Approx.)</th></tr>
<tr><td>6 months</td><td>Quarterly</td><td>1,00,000</td><td>8.00%</td><td>8.08%</td></tr>
<tr><td>12 months</td><td>Quarterly</td><td>1,00,000</td><td>9.00%</td><td>9.31%</td></tr>
<tr><td>24 months</td><td>Quarterly</td><td>1,00,000</td><td>9.50%</td><td>10.33%</td></tr>
<tr><td>36 months</td><td>Quarterly</td><td>1,00,000</td><td>9.75%</td><td>11.17%</td></tr>
</table></td></tr>
<tr><td>f.</td><td>Proposed time schedule mentioning the date of opening of the Scheme and time period for which the circular or advertisement is valid;</td><td>The Scheme shall be opened after 30 days from its date of filing with the Registrar of Companies and shall be valid till the forthcoming Annual General Meeting of the Company.</td></tr>
<tr><td>g.</td><td>Reasons or objects of raising the deposits;</td><td>For meeting working capital requirements of the Company.</td></tr>
<tr><td>h.</td><td>Credit rating obtained; Name of the Credit Rating Agencies, Rating obtained, Meaning of the rating obtained, Date on which rating was obtained.</td><td>Name of the Credit Rating Agency – ICRA
Rating Obtained – ICRA]A+ (Stable); reaffirmed
Date on which rating was obtained – 29th May, 2026</td></tr>
<tr><td>i.</td><td>Short particulars of the charge created or to be created for securing such deposits, if any;</td><td>-- Not applicable --</td></tr>
<tr><td>j.</td><td>Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons.</td><td>Nil
Deposits from Directors’ or Key Managerial Personnel or their relatives are at par with the deposits accepted from members.</td></tr>
</table>

3. DETAILS OF ANY OUTSTANDING DEPOSITS

a.	Amount Outstanding; (as on 31st March, 2026)	Rs. 51,06,01,000
b.	Date of acceptance	Accepted from time to time as per working capital requirements of the Company.
c.	Total amount accepted	Rs. 24,25,91,000
d.	Rate of interest	Maximum of 9.75%
e.	Total number of depositors	164

f.	Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved	Nil
g.	Any waiver by the depositors, of interest accrued on deposits	Nil

4. FINANCIAL POSITION OF THE COMPANY

a. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular

(Amt. in Rs.)

	2025-26	2024-25	2023-24
Profits before making provision for tax	96,46,17,945	58,79,85,108	254,01,02,695
Profits after making provision for tax	76,59,64,945	49,23,47,108	220,04,95,695

b. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years.

Dividends declared by the Company:-

Year ended on	Rs. per share
31st March, 2026	8.00
31st March, 2026 (Interim Dividend)	15.00
31st March, 2025	5.00
31st March, 2024	4.00
31st March, 2024 (interim Dividend)	58.00
31st March, 2023	2.00

Interest coverage ratio for last three years:-

Year ended on	(Rs.)
31st March, 2026	7.95
31st March, 2025	6.62
31st March, 2024	29.87

c. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular:-

(Amt. in Rs.)

Liabilities	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024	Assets	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
Share capital	12,38,64,200	12,38,64,200	12,62,42,570	Fixed Assets	186,55,14,479	185,21,58,956	146,24,24,984
Reserves and Surplus	371,53,54,906	319,00,59,961	384,45,53,037	Non-Current Investments	186,61,43,981	164,82,52,821	137,58,71,187
Money received against share warrants	-	-	-	Long term and short term loans and advances	3,07,63,725	16,27,17,805	15,00,66,656
Long term and Short term Borrowings	109,97,26,969	95,87,83,353	67,69,24,552	Other Non - Current Assets	16,19,50,876	11,49,66,626	10,91,96,866
Long term and short term provisions	7,59,29,114	8,27,25,907	6,20,12,430	Current Assets	232,57,99,455	166,14,52,858	255,97,31,066
Deferred tax liabilities (net)	-	9,75,102	5,05,71,139				
Other long term liabilities	1,99,60,010	2,41,90,935	1,49,02,850				
Trade payables	41,87,23,920	25,69,02,904	23,24,80,363				
Other current liabilities	49,08,59,080	45,23,25,096	60,51,86,522				
Lease Liabilities (Net)	30,57,54,317	34,97,21,608	4,44,17,296				
TOTAL	**625,01,72,516**	**543,95,49,066**	**565,72,90,759**	**TOTAL**	**625,01,72,516**	**543,95,49,066**	**565,72,90,759**

d.	Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular.	As under:-

(Amt. in Rs.)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025	Year ended 31st March, 2024
Cash flow from operating activities	46,08,80,958	15,24,95,925	79,72,32,371
Cash flow from investing activities	-245,75,607	-48,97,92,595	149,77,80,222
Cash flow from financing activities	-32,31,11,461	-99,86,85,493	-98,50,05,787
Net increase/(decrease) in cash and cash equivalents	11,31,93,890	-133,59,82,163	131,00,06,806
Opening cash and cash equivalents	**2,45,28,519**	136,05,10,682	5,05,03,876
Transfer of cash and bank balances pursuant to the scheme of merger			
Closing cash and cash equivalents	**13,77,22,409**	**2,45,28,519**	**136,05,10,682**

e.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.	No

5. A DECLARATION BY THE DIRECTORS THAT –

a. the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;

b. the board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular;

c. the company has complied with the provisions of the Act and the rules made thereunder;

d. the compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by Central Government;

e. the deposits accepted by the company before the commencement of the Act have been repaid.

f. in case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.

g. the deposits shall be used only for the purposes indicated in the Circular.

h. the deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the company.

6. DISCLAIMER- It is to be distinctly understood that filing of circular in the Form of advertisement with the Registrar should not in any way be deemed or construed that the same has been cleared or approved by the Registrar or Central Government. The Registrar or Central Government does not take any responsibility either for the financial soundness of any deposit scheme for which the deposit is being accepted or invited or for the correctness of the statements made or opinions expressed in the circular or circular in the form of advertisement. The depositor should exercise due diligence before investing in the deposit schemes.

By order of the Board

Yashovardhan Saboo
Chairman & Managing Director
DIN : 00012158

Sanjeev Kumar Masown
Whole time Director
DIN : 03542390

Chitranjan Agarwal
Independent Director
DIN : 00095715

Anuradha Saboo
Non-Executive Director
DIN :01812641

Neelima Tripathi
Independent Director
DIN : 07588695

Anurag Maheshwari
Independent Director
DIN : 02872318

Jai Vardhan Saboo
Non-Executive Director
DIN : 00025499

Place: Chandigarh
Date: 15th September, 2026

Walker Chandiok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram – 122 002
Haryana, India

T +91 124 4628099
F +91 124 4628001

Independent Auditor's Certificate pursuant to proviso to rule 4(1) of the Companies (Acceptance of Deposits) Rules, 2014 (as amended)

To,
The Board of Directors,
KDDL Limited
Plot No. 3, Sector III,
Parwanoo, Himanchal Pradesh-173220

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 September 2026 with KDDL Limited ("the Company").

2. The management of the Company has prepared the accompanying declaration, stating that the Company has not committed any default in repayment of deposits or interest thereon ('Declaration'), in connection with proposed invitation of deposits from public for which Form No. DPT – 1 'Circular or Circular in the form of advertisement inviting deposits' ('the Form') has been prepared by the management pursuant to Section 73(2)(a) and Section 76 of the Companies Act, 2013 ('the Act') and Rules 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 (as amended) ('the Rules'). We have been requested by the management of the Company to provide a certificate on such Declaration, which is required to be attached to the Form in accordance with the second proviso to Rule 4(1) of the Rules. We have initialed the Declaration only for identification purposes.

Management's Responsibility for the Declaration

3. The preparation of the Declaration, including the preparation and maintenance of all accounting and other relevant supporting records and documents is solely the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Declaration and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Management is also responsible for ensuring that the Company complies with the requirements of the Act and the rules and for providing all required information to the Registrar of Companies in respect of the proposed invitation of deposits from the public.

Auditor's Responsibility

5. Pursuant to the requirements as mentioned in paragraph 2 above, our responsibility is to provide limited assurance that nothing has come to our attention that cause us to believe that the details that form part of the declaration have not been accurately extracted from the audited standalone financial statement for the year ended 31 March 2026 and unaudited standalone financial information and other relevant records and documents maintained by the Company as at 15 September 2026, which has been prepared and certified by the management and have not been subjected to either audit or review.

6. We conducted our examination of the books of account and other records in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) ("Guidance Note"), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgment, including the assessment of areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures:

   a) Read the form DPT-1, "Circular Inviting Deposits", prepared by the Management pursuant to Section 73(2)(a) and Section 76 of the Companies Act, 2013 read with Rule 4(1) and Rule 4(2) of the Companies (Acceptance of Deposits) Rules, 2014, and checked the relevant details stated therein with the supporting documents made available to us;

   b) Traced the general information of the Company as stated in Table 1 – General Information of Form DPT-1, with the records available on the Ministry of Corporate Affairs ("MCA") portal;

Independent Auditor's Certificate to KDDL Limited pursuant to proviso to rule 4 (1) of the Companies (Acceptance of Deposits) Rules, 2014 (as amended) (cont'd)

c) Traced the details of deposits held as at 31 March 2026, as stated in Table 2 – Particulars of the Deposit Scheme and Table 3 – Details of Outstanding Deposits of Form DPT-1, with the Return of Deposits in Form DPT-3 filed with the Registrar of Companies for the year ended 31 March 2026;

d) Traced the financial information, including profits, dividends, summary of financial position and cash flow information, as stated in Table 4 – Financial Position of the Company of Form DPT-1, with the audited standalone financial statements of the Company for the year ended 31 March 2026. Further, the interest coverage ratio stated therein was recomputed by us based on the relevant figures extracted from the audited standalone financial statements;

e) Traced the details of deposits outstanding as at 15 September 2026, as stated in Table 2 – Particulars of the Deposit Scheme of Form DPT-1, with the fixed deposit listing/register provided by the Management as at 15 September 2026;

f) We tested, on a test-check basis, selected deposits received, matured and repaid during the relevant period with the fixed deposit register, deposit listing and other supporting records made available to us; and

g) Performed necessary inquiries with Management and obtained information and explanations considered necessary in respect of compliance with the applicable provisions of the Act and the Rules, completeness of the details furnished in Form DPT-1, and the declaration made by the Directors.

h) Obtained necessary representations from the management of the Company.

9. The audited standalone financial statements, referred to in paragraph 8 above, have been audited by us, on which we have expressed an unmodified opinion vide our report dated 19 May 2026. Our audit of these standalone financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("the ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

Conclusion

10. Based on our examination, procedures performed as stated in paragraph 8 above, evidence obtained, and the information, explanations and representations provided to us by the Management, nothing has come to our attention that causes us to believe that the details that form part of the accompanying Declaration have not been accurately extracted from the audited standalone financial statements of the Company for the year ended 31 March 2026 and unaudited standalone financial information and other relevant records and documents maintained by the Company as at 15 September 2026, which have been prepared and certified by the Management and have not been subjected to either audit or review.

Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to attaching this certificate to the Form prepared in accordance with the requirements of section 73(2)(a) and section 76 of the Act read with Rule 4 of the Rules. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

12. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission of this certificate including accompanying Declaration along with the Form as mentioned in paragraph 11 above, and should not be used, referred to or distributed to any other party or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774

UDIN: 26504774OBQXER4379

Place: Gurugram

Date: 15 September 2026