

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

NOTICE is hereby given that 40th Annual General Meeting of KDDL Limited will be held on **Wednesday, 23rd September, 2020 at 04:00 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 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:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone as well as Consolidated) for the financial year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 2/- per equity share of face value of Rs. 10 each, for the financial year 2019-20.
3. To re- appoint Mr. Vishal Satinder Sood (DIN :01780814), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Authorization 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), 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 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 invite and accept from its members 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 rates of interest for periods varying from one year to three years 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 authorized 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. Re-appointment of Mr. Yashovardhan Saboo (DIN :00012158) as Chairman and Managing Director of the Company.

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

“RESOLVED THAT pursuant to section 196, 197, 203 and 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”), Articles of Association of the Company, and subject to all necessary statutory approvals/permissions, if any, and subject to such conditions and modifications as may be prescribed by the approving/consenting authority(ies) while granting such approvals/permissions, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Yashovardhan Saboo (DIN : 00012158) with designation of Chairman and Managing Director of the Company, w. e. f. 1st April, 2020, for a further period of three years, i.e. up to 31st March, 2023, upon terms and conditions including remuneration as set out in the Explanatory Statement appended herewith which may be altered, modified or varied by the Board of Directors or any committee thereof of the Company in accordance with all applicable provisions of laws.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, Chairman & Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Act as amended from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board of Directors 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 as may be necessary, proper or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Praveen Gupta (DIN: 01885287) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors in their respective meetings held on 27th June, 2020 the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Praveen Gupta (DIN: 01885287) who was appointed as an Independent Director of the Company to hold office for a period of 5(Five) years from the conclusion of 35th Annual General Meeting w.e.f 24th August, 2015 to 23rd August, 2020 and being eligible offers himself for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of Listing Regulations, not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from 24th August, 2020 upto 23rd August, 2025.”

“RESOLVED FURTHER THAT the Board of Directors 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 as may be necessary, proper or expedient to give effect to this resolution.”

7. Approval of Material Related Party Transactions.

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

"RESOLVED THAT pursuant to provisions of regulation 23(4) and any other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") and Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any amendments thereto and subject to such other approvals and sanctions of any authorities as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred), to enter into contract(s)/arrangement(s)/transaction(s) including sale/ purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees (including guarantee commission) and investment in equity or preference share capital (in the ordinary course of business and on arm's length price) the value of which either singly or all taken together will not exceed Rs. 150 Crore (Rupees one hundred fifty Crore Only) per financial year with its subsidiary company i.e. Ethos Limited, a material subsidiary as defined in the regulations, and a related party, on such terms and conditions as may be mutually agreed upon."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby authorized to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution in the best interests of the Company".

8. Increase in Authorized Share Capital of the Company and consequent alteration in clause V of Memorandum of Association.

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

"RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from Rs. 12,48,00,000/- (Rupees twelve crores and forty eight lakhs only) divided into 1,24,80,000 (One crore twenty four lakhs and eighty thousand only) Equity Shares of Rs. 10 each (Rupees Ten only) to Rs. 25,00,00,000/- (Rupees twenty five crores only) divided into 2,50,00,000 (Two crores fifty lakhs only) Equity Shares of Rs.10/- each (Rupees Ten only)."

"RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby altered by substituting the following clause in place of existing Clause:

V. *The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) Equity Shares of Rs.10/- each (Rupees Ten only).*

"RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") or any officer /executive / representative and /or any other person so authorized by the Board, be and is hereby authorised on behalf of the

Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. Ratification of Remuneration to Cost Auditor for the financial year 2019-20.

To consider and if thought fit, to pass 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 2019-20 amounting to Rs. 40,000 (Rs. forty thousands 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 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 as may be necessary, proper or expedient to give effect to this resolution.”

10. Ratification of Remuneration to Cost Auditor for the financial year 2020-21.

To consider and if thought fit, to pass 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 2020-21 amounting to Rs. 40,000 (Rs. forty thousands 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 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 as may be necessary, proper or expedient to give effect to this resolution.”

Date : 25th August, 2020

Place : Chandigarh

For and on behalf of the Board of Directors

Brahm Prakash Kumar
Company Secretary

NOTES:

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020 and other applicable circulars (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 provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing

Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered office of the Company.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the details pertaining to Special Business at the meeting, is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investor.complaints@kddl.com.
3. A member entitled to attend and vote at the Annual General Meeting (the “Meeting/AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members 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 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.kddl.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.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 the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. The Shareholders of the Company at 39th 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 39th Annual General Meeting of the Company till the conclusion of 44th 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 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.
7. The Register of Members and the Share Transfer books of the Company will remain closed from 16th September, 2020 to 23rd September, 2020 (both days inclusive) for the purpose of 40th 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 Registrar 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 to the Company/RTA.

9. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized 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 thereunder, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. In terms of 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. As required under regulations 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Director retiring by rotation and/or seeking re-appointment at the ensuing AGM are furnished as annexure A to this notice of AGM.
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 shares 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 40th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.kddl.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days. 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
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 authorized representatives to attend the Meeting through VC/OAVM on their behalf and cast their votes 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 authorizing their representative to attend and vote on their behalf at the meeting.
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.

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.iept.gov.in

20. Remote E-voting

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of regulation 44 of the Listing Regulations, the business may be transacted through remote e-voting services. Remote e-voting is optional. The facility of e-voting shall also be made available at the AGM. Members attending the AGM and who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM. The facility of remote e-voting as well as the e-voting system on the date of AGM will be provided by CDSL.
- b) The remote e-voting period will commence on Saturday, 19th September, 2020 at 10:00 am and will end on Tuesday, 22nd September, 2020 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Wednesday, 16th September, 2020 may cast their vote electronically in the manner and process set out hereinbelow. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently. Further, the member(s) who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote at the AGM.
- c) Instructions for Remote e-voting are as under:
 - (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
 - (ii) Click on "Shareholders" module.
 - (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

21. Process for those shareholders who wish to obtain login credentials for e-voting for the resolutions proposed in this notice but whose email addresses are not registered with the depositories :

- (i) For Members holding shares in physical form- Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of the PAN Card, and self attested scanned copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member by email to Company at **investor.complaints@kddl.com**
- (ii) For Members holding shares in demat form - Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email ids as mentioned above.

22. Information and instructions for Members attending the AGM through VC/OAVM are as under:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

- In the "Name" field - Put your name.
- In the "last name" field - Enter your folio no. as informed in e-mail
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

Pre-requisite for joining of meeting through desktop or laptop:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

Pre-requisite for joining of meeting through mobile:

- ✓ Please download webex application from play store

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

23. Instructions for Members for e-voting during the AGM are as under

- a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members , who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.

- c) If votes are cast by the Members through e-voting available during the AGM and if same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.

24. Other Instructions :

- (i) Note for Non – Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investor.complaints@kddl.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (ii) In case of any query or grievance pertaining to e-voting, members may contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East Mumbai 400013. Email: helpdesk.evoting@cdslindia.com , Tel.: 1800-225-533. Further, Members may also contact with Mr. Deepanshu Rastogi, General Manager, MAS Services Limited, RTA at info@masserv.com or on Telephone No.: 011-26387281/82/83.
- (iii) Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice by e-mail and holding shares as on the cut-off date i.e. Wednesday, 16th September 2020 may follow the same instructions as mentioned above for remote e-voting and e-voting at the AGM.
- (iv) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date i.e. Wednesday , 16th September 2020 and a person who is not a Member as on a cut-off date should treat the Notice for information purpose only.
- (v) The Company has appointed Mr. Ajay K. Arora Company Secretary in Practice (Membership No. FCS-2191), as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of

conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

- (vii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date i.e. Wednesday, 16th September 2020 and who has not cast vote by remote-voting and being present at the AGM only shall be entitled to vote at the AGM.
- (viii) The results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company www.kddl.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges.

25. Procedure to be followed by the Members updation of bank account mandate for receipt of dividend:

- i. Send a request to the Company at investor.complaints@kddl.com by providing the following details:
 - a) Folio No., Name of the Member/s;
 - b) Name and Branch of the Bank in which you wish to receive the dividend;
 - c) the Bank Account type;
 - d) Bank Account Number allotted by their bank after implementation of Core Banking Solutions;
 - e) 9 digit MICR Code Number; and
 - f) 11 digit IFSC Code
- ii. Along with the request, attach the scanned copy of Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), scanned copy of cancelled cheque bearing the name of the first Shareholder.

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 stated in Section 73(2) of the Act and within the limits prescribed under the rules.

In view of above, it is therefore necessary for the shareholders to pass an ordinary resolution required 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, 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 Shareholders of the Company at 37th Annual General Meeting held on 11th August, 2017 re-appointed Mr. Yashovardhan Saboo as Chairman & Managing Director of the Company for a period of three years till 31st March, 2020.

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Pursuant to the recommendations of Nomination and Remuneration Committee Meeting held on 14th February, 2020, the Board of Directors at its meeting held on 14th February, 2020, subject to the approval of shareholders, has re-appointed Mr. Yashovardhan Saboo as Chairman and Managing Director of the Company w.e.f. 1st April, 2020 for a further period of 3 (three) years i.e., up to 31st March, 2023.

The terms and conditions relating to remuneration of Mr. Yashovardhan Saboo as approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee, are given below:-

(Amount in Rs.)

Particulars	2020-21		2021-22		2022-23	
	PM	PA	PM	PA	PM	PA
1) Salary	8,75,000	1,05,00,000	9,50,000	1,14,00,000	10,00,000	1,20,00,000
2) Perquisites						
a) Fully furnished rent free accommodation (separately agreement to be executed considering the market value)	2,31,000	27,72,000	2,42,600	29,11,200	2,54,700	30,56,400
b) 10% of value of furniture provided - Rs. 47,44,657		4,74,466		4,74,466		4,74,466
c) #Reimbursement of charges for water, electricity and gas expenses, subject to a maximum of Rs. 6,00,000 p.a		6,00,000		6,00,000		6,00,000
d) #Medical Reimbursement : Expenses incurred by him and family subject to a ceiling of One month's salary in a year or three month's salary over a period of three years.		8,75,000		9,50,000		10,00,000
e) Personal Accident Insurance and/or Medical Insurance subject to a maximum of Rs. 50,000 per annum		50,000		50,000		50,000
f) Club Fees for two clubs subject to a maximum of Rs. 30,000 per annum		30,000		30,000		30,000
g) Superannuation Allowance	1,31,250	15,75,000	1,42,500	17,10,000	1,50,000	18,00,000
Total Perquisites		63,76,466		67,25,666		70,10,866
3) Bonus: Based on the performance as per the parameters to be fixed from time to time by the remuneration committee.		95,00,000		1,00,00,000		1,10,00,000
Total		2,63,76,466		2,81,25,666		3,00,10,866
Limit as per Companies Act with Special Resolution						
Other perquisites (not included in the computation of the ceiling on remuneration, specified under applicable provisions of Companies Act).						

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Contribution to Provident Fund	12,60,000	13,68,000	14,40,000
Gratuity	5,04,807	5,48,077	5,76,923
Earned Leave: Encashment of unavailed earned leaves as per the Company's rules at the end of each year on his request or at the end of the tenure.			
Total	17,64,807	19,16,077	20,16,923
Grand Total	2,81,41,273	3,00,41,743	3,20,27,789
Provision of Car(s) for use on Company's business and mobile phone(s) or telephone(s) at residence will not be considered as perquisites. Personal long distance calls on telephone(s), if any, for private purpose shall be billed by the Company and recovered through his imprest from time to time.			
# In case of any shortfall in actual medical, power, water and gas expenses, the same will be paid at the year-end as floating allowance.			

The above remuneration and perquisites shall be subject to the limits allowed under respective schedule-V of the Companies Act, 2013 or any modification(s) or amendment(s) in force from time to time and the same shall also be considered as minimum remuneration in the event of absence or inadequacy of profits. The approval of the members is being sought to the terms, conditions and stipulations for the re-appointment of Mr. Yashovardhan Saboo as Chairman & Managing Director of the Company and the remuneration payable to him.

The terms and conditions proposed by the Board of Directors at their meeting held on 14.02.2020 are keeping in line with the remuneration package that is necessary for the important position to encourage good professional managers with a sound career record to important position as that of the Chairman and Managing Director.

None of the Directors or their relatives and Key Managerial Personnel or their relatives except Mr. Yashovardhan Saboo and Mr. Jai Vardhan Saboo, is either interested or concerned in the resolution. The brief profile of Mr. Yashovardhan Saboo is given with annexure accompanying this notice.

The Board recommends the special resolution as set out at item no. 5 in the notice for approval by the members

ITEM NO. 6

Mr. Praveen Gupta (DIN: 01885287) is an Independent Director of the Company and his current term has completed on 23rd August, 2020. As per Section 149(10) of Companies Act, 2013 ("the Act") an Independent Director shall hold office for a term of upto five years but shall be eligible for re-appointment for a further term upto five years on passing a special resolution by the Company.

Mr. Praveen Gupta has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a declaration under Section 164(2) of the Companies Act, 2013 read with the rules made there under, confirming he is not disqualified to be re-appointed as a Director of the Company.

In the opinion of the Board, Mr. Praveen Gupta fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Praveen Gupta is independent of the management.

The Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Praveen Gupta as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 24th August, 2020.

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

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.

ITEM NO. 7

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 23(4) of SEBI LODR, 2015 the Company is required to obtain prior approval of the members by a resolution in case, Related Party Transactions exceed such sum as is specified in the rules/regulations.

However, pursuant to regulation 23(4) of SEBI LODR, 2015, approval of the shareholders through resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The transactions (in the ordinary course of business and at arm's length price) to be entered into by the Company, together with transactions already entered into by the Company with Ethos Limited, a material subsidiary and a related party are estimated to exceed 10% of the annual consolidated turnover of the Company as per the Audited Financial statements of the Company for the year ended 31st March, 2020

The other related information as envisaged under Companies (Meeting of Board and its Powers) Rules, 2014 and any amendments thereto are given herein below:

1.	Name of the related party and nature of relationship;	Ethos Limited a material subsidiary
2.	Name of the director or key managerial personnel interested in any contract or arrangement, if any;	Mr. Yashovardhan Saboo Mr. Anil Khanna
3.	Nature of relationship;	Directors in both companies.
4.	The nature, duration of the contract and particulars of the contract or arrangement, material terms of contract or value;	Nature : Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees (including guarantee commission) and investment in equity or preference share capital Value : Rs. 150 Crores per financial year Material Terms : As agreed between parties from time to time
5.	Any advance paid or received for the contract or arrangement, if any;	NA
6.	Any other information relevant or important for the members to take a decision on the proposed resolution;	NA

Hence, owing to the materiality of the contract(s)/ arrangement(s)/transaction(s) with Ethos Limited, a material subsidiary, the approval of the members is being sought through this resolution.

None of the Directors of the Company or key managerial personnel or their relatives except Mr. Yashovardhan Saboo and Mr. Anil Khanna are concerned and interested in the Resolution as set out at Item no. 7 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

ITEM NO. 8

In view of the expansion plans and growth of the Company, it is proposed to increase the Authorized Share Capital of the Company

The existing Authorized Share Capital of the Company is Rs. 12,48,00,000/- (Rupees twelve crores and forty eight lakhs only) divided into 1,24,80,000 (One crore twenty four lakhs and eighty thousand only) Equity Shares of Rs. 10 each (Rupees Ten only).

It is proposed to increase the authorized share capital of the Company to Rs. 25,00,00,000/- (Rupees twenty five crores only) divided into 2,50,00,000 (Two crores fifty lakhs only) Equity Shares of Rs.10/- each (Rupees Ten only) by creation of new additional 1,25,20,000 equity shares of Rs. 10/- each.

The proposed increase of authorized share capital requires the approval of the members at General Meeting. Consequent upon the increase in authorized share capital of the Company, its Memorandum of Association will require alterations so as to reflect the increase in the Authorized Share Capital.

Approval of the shareholders is being sought by way of the resolution as set out at item no. 8 of this notice.

No Director, Key Managerial Personnel and their relatives is in any way, concerned or interested in the resolution, set out at item no. 8 of the notice.

The Board recommends the special resolution as set out at item no. 8 in the notice for approval by the members.

ITEM NO. 9

The Board of Directors at its meeting held on 11th September, 2019, upon the recommendations of the Audit Committee, had 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 1st April, 2019 to 31st March, 2020 at a remuneration of Rs. 40,000/- (Rs. Forty Thousands 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 ended 31st March, 2020, as set out in the ordinary resolution for the aforesaid services 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 set out at Item No. 9 of the Notice for approval by the Members.

ITEM NO. 10

The Board of Directors at its meeting held on 27th June, 2020 upon the recommendations of the Audit Committee,

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had 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 1st April, 2020 to 31st March, 2021 at a remuneration of Rs. 40,000/- (Rs. Forty Thousands 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 ended 31st March, 2021, 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 set out at Item No. 10 of the Notice for approval by the Members.

Date : 25th August, 2020

Place : Chandigarh

For and on behalf of the Board of Directors

**Brahm Prakash Kumar
Company Secretary**

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

Name of the Director	Mr. Vishal Satinder Sood	Mr. Praveen Gupta	Mr. Yashovarshan Saboo
Date of Birth	23 rd February, 1972	9 th September, 1955	24 th August, 1958
Date of first appointment on the Board	2 nd September, 2015 as an Additional Director	8 th November, 2014 as an Additional Director	25 th March, 1981
Date of re - appointment	NA	24 th August, 2020	1 st April, 2020
Expertise in specific functional areas	He has worked in investment banking at Kotak, SSKI and SBI Capital Markets. He has spent three years as an ERP consultant with Quinnox. His primary area of focus at SAIF is growth equity.	He has 37 years of experience at very senior levels in the industrial products and auto component industry.	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 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.
Qualification	BE in Computer Science and MBA from IIM, Ahmedabad	B.Tech. (Electrical Engineering) from IIT, Kanpur and PG Diploma in Management from IIM Ahmedabad	B.A. (Hons.) and MBA from IIM, Ahmedabad
No. Board Meeting attended in financial year 2019-20	3	8	9
Directorship held in other Public companies (excluding foreign company and section 8 company)	Pennar Industries Limited	NA	Ethos Limited Kamla Tesio Dials Limited Mahen Distribution Limited Vardhan Properties and Investment Limited Satva Jewellery and Design Limited

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Name of the Director	Mr. Vishal Satinder Sood	Mr. Praveen Gupta	Mr. Yashovarshan Saboo
Membership/ Chairmanship of Committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA	NA	Two
Number of shares held in the Company	Nil	Nil	*12,90,039 equity shares
Relationships with other directors/KMP	NA	NA	Brother of Mr. Jai Vardhan Saboo, non - executive Director of the Company

*holds individually