



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Notice is hereby given that the resolutions set out below are proposed for approval by the members of KDDL Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

An Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

Special Business:

- 1. Approval of the appointment of Mr. Hanspeter Pieth (DIN: 11423774) as Non-Executive Director of the Company and holding an Office or place of profit in the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 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, Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Hanspeter Pieth (DIN: 11423774) as Director under the category of Non- Executive Non Independent w.e.f 1st February, 2026 ."

“FURTHER RESOLVED THAT in accordance with the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Hanspeter Pieth (DIN : 11423774), Director of the Company, to an office or place of profit of Pylania AG, a subsidiary Company of KDDL Limited, on the terms and conditions as set out in the Explanatory Statement attached herewith.”

“FURTHER RESOLVED 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.”

2. Re-appointment of Mr. Yashovardhan Saboo (DIN – 00012158) as Chairman and Managing Director of the Company and approval of remuneration.

To consider and if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 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), Articles of Association of the Company, 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, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Yashovardhan Saboo (DIN : 00012158) with functional designation of Chairman and Managing Director of the Company (Key Managerial Personnel) , w.e.f. 1st April, 2026, for a further period of three years, i.e. upto 31st March, 2029, 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 (including its committee thereof) of the Company in accordance with all applicable provisions of laws.”

“FURTHER RESOLVED 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.”

“FURTHER RESOLVED 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 including setting out the criteria for variable and Long-Term Incentive (LTI) 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.”

Date: 15th December 2025

By order of the Board of Directors of KDDL Limited

Place: Chandigarh

Brahm Prakash Kumar

Company Secretary

M. No. F7519

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 160 009

website : www.kddl.com

Email : investor.complaints@kddl.com

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, 26th December, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
4. This Postal Ballot Notice will also be available on the Company's website at 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 NSDL at <https://eservices.nsdl.com>
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their email address by submitting Form ISR-1 (available on the website of the RTA of the Company at <https://www.masserv.com>) duly filled and signed along with requisite supporting documents to Mas Services Limited (Registrars & Share Transfer Agent) T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. In accordance with rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Ajay K. Arora, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman or Company Secretary. The results of e-voting shall be submitted to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed within a period of two (2) working days from the conclusion of e-voting. The same would also be available on the website of the Company i.e. www.kddl.com.
8. The resolution, if passed by the requisite majority shall be deemed to have been passed on Friday, 30th January 2026 i.e. the last date specified for remote e-voting.

9. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING:

- (i) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (ii) The remote e-voting period commences from 9:00 a.m. IST on Thursday, 1st January 2026 and ends at 5:00 p.m. IST on Friday, 30th January 2026. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company Bank as on Friday, 26th December 2025, being the cut-off date fixed for the purpose.
- (iv) Members holding shares either in physical form or dematerialized form, as on the Cut-off (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.
- (v) 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 December 9, 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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 (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 **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.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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.
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 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. 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 to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

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 send 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.complaints@kddl.com
2. In case shares are held in demat mode, please send 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.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 for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

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

ITEM NO. 1

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee, at its meeting held on 15th December 2025, has recommended the appointment of Mr. Hanspeter Pieth (DIN: 01812641), who is eligible for appointment, as a Non-Executive Non-Independent Director of the Company with effect from 1st February 2026.

The Company has received the following documents from Mr. Hanspeter Pieth:

- (a) Consent in writing to act as Director in Form DIR 2 pursuant to rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- (b) Intimation in Form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified Section 164(2) of the Companies Act, 2013.
- (c) Declaration that he is not debarred from holding of office of director pursuant to any SEBI order or any other authority.

The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Hanspeter Pieth for the office of Director. Accordingly, the resolution placed before the Members seeks approval for his appointment as a Director of the Company in accordance with the provisions of Sections 152 and 160 of the Companies Act, 2013.

A brief profile of Mr. Hanspeter Pieth, including his specific areas of expertise and other disclosures as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (SS - 2 Secretarial Standards on General Meetings), forms part of this Notice.

Pylania AG, a subsidiary company, has entered into a consultancy agreement with Pieth & Partners GmbH, acting through its partner Mr. Hanspeter Pieth (DIN: 11423774), Director* of the Company. Under this arrangement, consultancy fees are payable by Pylania AG to Pieth & Partners GmbH. In addition, Mr. Hanspeter Pieth shall be entitled to sitting fees, if applicable, from KDDL Limited for attending meetings of the Board and/or Committees thereof.

In view of the above and in accordance with the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers)

Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company is required for the appointment of Mr. Hanspeter Pieth to an office or place of profit in the subsidiary company and for payment exceeding the limits prescribed under the Act.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014:

(a) Name of the related party - Pylania AG, subsidiary Company

(b) Name of the director or key managerial personnel who is related, if any and Nature of relationship - Mr. Hanspeter Pieth (DIN: 11423774), Director* of the Company is a partner in Pieth and Partners GmbH.

(c) Nature, material terms, monetary value and particulars of the contract or arrangements - Pylania AG, subsidiary Company entered into a consultancy agreement with Pieth & Partners GmbH acting through its partner Mr. Hanspeter Pieth (DIN: 11423774), Director* of the Company for a period of three years effective from 26th January, 2026 on consultancy fees of CHF 1,80,000 per annum and variable performance based fee, up to a maximum of CHF 40,000 per annum.

(d) Any other information relevant or important for the members to take a decision on the proposed resolution - All related party contracts/arrangements/transactions are carried out on arms-length basis and are in the ordinary course of business.

Since the proposed related party transaction is not a material one in terms of the provisions of regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, approval of the Shareholders under the said regulation is not required.

None of the Directors and Key Managerial Personnel or their relatives except Mr. Hanspeter Pieth, is either concerned or interested in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends the resolution set out at item no. 1 of the notice for the approval of the members as an Ordinary Resolution.

*Proposed to be appointed.

ITEM NO. 2

The Shareholders of the Company had reappointed Mr. Yashovardhan Saboo as Chairman & Managing Director of the Company for a period of three years till 31st March, 2026.

Pursuant to the recommendations of Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company at its meeting held on 15th December, 2025, subject to the approval of the Shareholders, reappointed Mr. Yashovardhan Saboo as Chairman & Managing Director of the Company for a period of 3 (three) years w.e.f 1st April, 2026 upto 31st March, 2029.

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

Details of remuneration from KDDL Limited:**(Amount in Rs. Crores)**

Financial Year	Annual fixed pay	Annual Variable Pay	Total Annual Pay	Long-Term Incentive
2026-27	4.90	2.20	7.10	1.50
2027-28	5.39	2.42	7.81	1.50
2028-29	5.93	2.66	8.59	1.50

In accordance with the provisions of Article 124(d) of the Articles of Association of the Company, the Managing Director shall not, while he continues to hold that office, be subjected to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the retirement of Directors or in fixing the number of Directors to retire.

As per Section 196 and 203 of the Companies Act 2013, the terms and conditions of reappointment and remuneration of Managing Director shall be approved by the Board of Directors at a meeting subject to the approval of Shareholders of the Company. Further, in accordance with regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, approval of shareholders for the reappointment of a person on the Board of Directors is required to be taken at next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Yashovardhan Saboo is also serving as Chairman and Managing Director of Ethos Limited, a material subsidiary. His present tenure would end on 31st March 2026. The details of his present remuneration as per last appointment in Ethos are given below :

(Amount in Rs. Crores)

Financial Year	Fixed Salary	Variable Pay	Total Remuneration
2023-24	1.93	0.39	2.32
2024-25	2.12	0.42	2.55
2025-26	2.34	0.47	2.80

In addition, the Board of Directors of KDDL Limited has recommended that in case of his reappointment as Chairman and Managing Director in Ethos Limited, the remuneration payable by Ethos Limited shall be capped as per the details given below :

(Amount in Rs. Crores)

Financial Year	Annual fixed pay	Annual Variable Pay	Total Annual Pay	Long-Term Incentive
2026-27	2.56	0.52	3.08	Nil
2027-28	2.82	0.57	3.39	Nil
2028-29	3.10	0.63	3.73	Nil

Accordingly, Mr. Yashovardhan Saboo may be drawing remuneration both from KDDL Limited and Ethos Limited, a material subsidiary as Chairman and Managing Director. Hence, the approval of the members of the Company is being sought by way of Special Resolution to the terms, conditions and stipulations for the reappointment 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 its meeting held on 15th December 2025 are in line with the remuneration package considered necessary for such an important position, in order to attract and retain competent professional managers with a sound career record to the position as that of the Chairman and Managing Director.

In accordance with the provisions of Part II, Section V of Schedule V of the Companies Act, 2013, if a managerial person draws remuneration from one or both companies, the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person. The proposed remuneration of both the Companies exceeds the limits calculated on the basis of effective capital pursuant to Part II, Section II (Clause A) of Schedule V of the Companies Act, 2013.

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

I. GENERAL INFORMATION:

1) Nature of Industry:

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

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

6th February 1981

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. 24-25	F.Y. 23-24	F.Y. 22-23
Total Income	38,363.45	55,369.61	36,361.02
Profit/ (Loss) before tax	5,879.85	25,401.03	8,923.79
Profit/(Loss) after tax	4,923.47	22,004.96	6,923.13

5) Foreign investments or Collaborators, if any

The Company does not have any foreign collaborations as on the date of this Notice. The Company has made investments in the following overseas subsidiaries, as detailed below:

Amount (Rs. in lacs)

Sr. No.	Name of the Company	As on 31 st March, 2025	As on 30 th September, 2025
1	Pylania AG	2,259.40	2,259.40
2	Kamla International Holdings SA	1,944.36	1,944.36
3	Silvercity Brands AG	1,466.45	1,466.45

II. INFORMATION ABOUT THE APPOINTEE:

(1)	Background details	<p>Mr. Yashovardhan Saboo read Economics (Hons) at St. Stephen’s College, Delhi University, followed by the MBA programme at IIM Ahmedabad. He founded Kamla Dials and Devices Limited (now KDDL Limited) in 1983 and has served as Managing Director of the Company since then. In 1993, he set up a specialist paint business, SBL Coatings. In 2003, he set up ETHOS Limited. In 2006, he set up the Precision Stamping unit, EIGEN Engineering, at Bangalore.</p> <p>He was the Founder and President of AIFHI (All India Federation of Horological Industries). He has been in leadership roles in PHDCCI and CII. He served as President of Swiss-India Chambers of Commerce (North) and is a member of the GPHG (Grand Prix d’Horlogerie de Genève) Academy. He has served as a member of the jury for the GPHG Awards held at Geneva, Switzerland.</p>																									
(2)	Past remuneration	<p>Details of remuneration from KDDL Limited:</p> <p style="text-align: right;">(Amount in Rs. Crores)</p> <table><tr><th>Financial Year</th><th>Annual fixed pay</th><th>Ann. Variable Pay</th><th>Total Annual Pay</th><th>Long-Term Incentive</th></tr><tr><td>25-26</td><td>4.08</td><td>0.82</td><td>4.90</td><td>1.84</td></tr></table> <p>Details of remuneration from Ethos Limited :</p> <table><tr><th>Financial Year</th><th>Annual fixed pay</th><th>Ann. Variable Pay</th><th>Total Annual Pay</th><th>Long-Term Incentive</th></tr><tr><td>25-26</td><td>2.33</td><td>0.47</td><td>2.80</td><td>Nil</td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr></table>	Financial Year	Annual fixed pay	Ann. Variable Pay	Total Annual Pay	Long-Term Incentive	25-26	4.08	0.82	4.90	1.84	Financial Year	Annual fixed pay	Ann. Variable Pay	Total Annual Pay	Long-Term Incentive	25-26	2.33	0.47	2.80	Nil					
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Financial Year	Annual fixed pay	Ann. Variable Pay	Total Annual Pay	Long-Term Incentive																							
25-26	2.33	0.47	2.80	Nil																							

(3)	Recognition or awards	<ul style="list-style-type: none"> Chairman - CII Chandigarh, 2002 Founder Member YTTS, an NGO involved with running various school programmes for underprivileged youth. Actively associated in organizations as Rotary Club Chandigarh, AIESEC, Spic Macay. Udyog Ratna Award from PHDCCI in 2005 (For valuable contribution to economical development of Himachal Pradesh) Ex - President of Swiss-Indian Chambers of Commerce (North) Member of Jury GPHG (Grand Prix d'Horlogerie de Genève) 2023 & 2025. Founder and President of AIFHI (All India Federation of Horological Industries)
(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>Our Company benefits greatly from an experienced management team with deep industry know-how and knowledge. The management team is led by Yashovardhan Saboo, our Chairman & Managing Director. Mr. 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>The proposed remuneration is comparable and commensurate with the nature and size of the business of the Company as well as the responsibilities of the Director.</p>
(5)	Remuneration proposed	Details form a 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>Mr. Yashovardhan Saboo is the Promoter of the Company and is holding 18,02,173 equity shares (i.e. 14.65 % of the paid-up capital) in the Company.</p> <p>Mr. Yashovardhan Saboo is a brother of Mr. Jai Vardhan Saboo and husband of Mrs. Anuradha Saboo, Non- Executive Directors of the Company.</p>

III. OTHER INFORMATION

1) Reasons of loss or inadequate profits

During the financial year ended 31st March 2025 and 30th September 2025, the Company has reported profits. The provisions of section 197 of the Companies Act, 2013 puts a cap for the payment of remuneration to Executive and Non-Executive Directors. The total remuneration payable to Chairman & Managing Director will exceed the limits as mentioned in the section 197 of the Companies Act, 2013. Hence, in accordance with the provisions of Section 197 read with schedule V thereof, approval of the Shareholders is being sought by way of the Special Resolution set out in this Postal Ballot notice.

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

The performance of the Company has been constantly improving. The company continues to add new products, customers, and market segments to enhance revenue and profitability. Various initiatives such as

improved communication, digital marketing, and social media outreach have received encouraging customer feedback. The Company remains focused on improving efficiency, productivity, capacity utilization, cost optimization, and employee skill enhancement. The Company is expanding its market presence in new segments and getting favorable responses from the overseas market players. The management is confident that the Company's profitability will remain strong and sustainable in the coming years.

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

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

Mr. Yashovardhan Saboo is presently 67 years of age and will attain the age of 70 years during the proposed term of his reappointment. The management of the Company is led by Mr. Saboo, who possesses rich and diverse experience in managing the Company overall.

Mr. Saboo is widely respected in the industry and brings valuable insight, vision, and leadership that have contributed meaningfully to the Company's growth, stability, and long-term direction.

Considering the size, nature, Company's business and the responsibilities shouldered by him, his continued association is expected to ensure continuity of leadership, effective decision-making, and sustained value creation for all stakeholders. Accordingly, the Board recommends his reappointment and remuneration as Chairman & Managing Director, notwithstanding that he may attain the age of 70 years during the proposed term and accordingly, recommends the resolutions set out at Item no. 2 for approval of the Members by way of Special Resolution.

Details of Director seeking reappointment. Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking re-appointment are given at Annexure A to this Notice.

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

Date: 15th December 2025

By order of the Board of Directors of KDDL Limited

Place: Chandigarh

**Brahm Prakash Kumar
Company Secretary
M. No. F7519**

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 160 009

website : www.kddl.com

Email : investor.complaints@kddl.com

Annexure -A

Additional Information on Directors seeking Appointment / Reappointment [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and (SS - 2 Secretarial Standards on General Meetings

Particulars	Mr. Hanspeter Pieth	Mr. Yashovardhan Saboo
Date of Birth	6 th October, 1966	24 th August, 1958
Age	59 years	67 years
DIN	11423774	00012158
Date of First appointment on the Board	Not Applicable	25 th March, 1981
Qualifications	Business economist ZHAW, Gemmological courses (Diamonds & Colored Stones) and CAS Digital Marketing.	Economics (Hons.) and MBA from IIM, Ahmedabad.
Brief Resume	<p>He is founder of Pieth & Partners GmbH, Zürich, Switzerland. He has over 30 years of experience in the watches and jewellery sector and has held senior leadership positions, including Managing Director, Chief Executive Officer and Vice President, in various companies. Proven track record of devising and implementing sales strategies on retail and wholesale level, using analytics to forecast sales performance, determining effectiveness of current and future sales initiatives, set sales targets, and exceed them.</p> <p>Built commercially successful top-of-the-line sales teams in various cultures (Asia and Europe). Enhanced customer experience in Luxury Boutiques and Travel Retail Stores and</p>	<p>He founded Kamla Dials and Devices Limited (now KDDL Limited) in 1983 and has served as Managing Director of the Company since then. In 1993, he set up a specialist paint business, SBL Coatings. In 2003, he set up ETHOS Limited. In 2006, he set up the Precision Stamping unit, EIGEN Engineering, at Bangalore.</p> <p>He was the Founder and President of AIFHI (All India Federation of Horological Industries). He has been in leadership roles in PHDCCI and CII. He served as President of Swiss-India Chambers of Commerce (North) and is a member of the GPHG (Grand Prix d'Horlogerie de Genève) Academy. He has served as a member of the jury for the GPHG Awards held at Geneva, Switzerland.</p>

	boosted digital communication and storytelling. Developed clear distribution strategy for brands. Effective utilization of T-shaped and C-level skills.	
Expertise in specific functional areas and experience	Commercial leader in the luxury industry, specialist in Luxury Retailing, Brand Building, setting up Distribution for Brands, and expert in bringing Asian and European markets closer.	He has vast experience of over 38 years in the manufacturing and retail industry.
Terms and conditions of Appointment / Re-appointment	As stated in this Notice and Explanatory Statement (Item No.1).	As stated in this Notice and Explanatory Statement (Item No.2).
Shareholding	Nil	18,02,173 equity shares (14.65 %)
Relationship with Directors & KMPs	He is not related to any Director of the Company.	He is brother of Mr. Jai Vardhan Saboo and husband of Mrs. Anuradha Saboo, Non-Executive Directors of the Company
Directorships held in other companies (including Listed Companies but excluding foreign companies & section 8 Companies)	NA	10
Memberships/Chairmanships of committees of other companies	NA	2
Listed entities from which the person has resigned in the past three years	NA	NA
Remuneration last drawn	Not Applicable	Please refer to the Explanatory Statement for details.