



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 OF POSTAL BALLOT

(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 to the shareholders of KDDL Limited (the Company) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, General Circular Nos. 03/2022 dated May 5, 2022, and General Circular no. 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), to transact the Special Business as set out hereunder by way of Postal Ballot.

An Explanatory Statement pursuant to Section 102 and Section 110 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof, is annexed herewith and forms part of this Postal Ballot Notice ('Notice').

In accordance with the 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.

The resolution, if passed by the requisite majority shall be deemed to have been passed on Thursday, 15th June, 2023 i.e. the last date specified for remote e-voting.

Special Business:

1. 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 and Audit Committee 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, 2023, for a further period of three years, i.e. upto 31st March, 2026, 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.”

“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 (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.”

Date: 28th March, 2023

Place: Chandigarh

By order of the Board of Directors of KDDL Limited

Brahm Prakash Kumar
Company Secretary
M. No. F7519

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to the Special Business is attached hereto.
2. In accordance with the MCA Circulars, the Company is sending Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and communication of assent/dissent of the members will only take place through the remote e-voting system. Accordingly, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot.
3. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, 12th May, 2023 (cut-off date). Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only.
4. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.kddl.com and the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.
5. Brief profile and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment, are also annexed to the Notice.
6. Corporate and Institutional Members shall be entitled to vote through their authorized representatives. Corporate and Institutional Members are requested to provide a proof of authorization (Board Resolution/Authority Letter/ Power of Attorney etc.).

7. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING:

- (a) In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
- (b) The voting period begins on Wednesday, 17th May, 2023 at 09.00 A.M (IST) and ends on Thursday, 15th June, 2023 at 5:00 p.m. (IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 12th May, 2023 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- (c) 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, 12th May, 2023 being the cut-off date fixed for the purpose.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday, 12th May, 2023, (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 resolution as set out in this Postal Ballot Notice only through the e-voting.
- (e) 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.	<ol style="list-style-type: none"> 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. 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 Visit the e-Voting website of NSDL. Open web browser by

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="828 819 1299 1092"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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

	<p>on registration option.</p> <p>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.</p>
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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer by e-mail to ajaykcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President at evoting@nsdl.co.in

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 shareholders 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.co.in 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 Shareholders of the Company at 40th Annual General Meeting of the Company held on 23rd September, 2020 had re-appointed Mr. Yashovardhan Saboo as Chairman & Managing Director of the Company for a period of three years till 31st March, 2023.

Pursuant to the recommendations of Nomination and Remuneration Committee and Audit Committee at its meeting held on 28th March, 2023, the Board of Directors of the Company at its meeting held on 28th

March, 2023 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, 2023 upto 31st March, 2026.

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:-

		Amount in Rs.					
Particulars		F.Y. 2023-24		F.Y. 2024-25		F.Y. 2025-26	
		PM	PA	PM	PA	PM	PA
1)	Salary	18,00,000	2,16,00,000	19,80,000	2,37,60,000	21,78,000	2,61,36,000
2)	Perquisites						
a)	Fully furnished rent free accommodation (Separate agreement to be executed considering the market value)	3,50,000	42,00,000	3,67,500	44,10,000	3,85,900	46,30,800
b)	10% of the value of furniture provided- Rs. 48,48,133		4,84,813		4,84,813		4,84,813
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 max. limit		4,00,000		5,00,000		5,00,000
e)	Personal Accident Insurance and/or Medical Insurance subject to a maximum of Rs. 100,000 per annum		1,00,000		1,00,000		1,00,000
f)	Club Fees for two clubs subject to a maximum of Rs. 50,000 per annum		50,000		50,000		50,000
g)	Floating Allowance	2,30,000	27,60,000	2,75,000	33,00,000	3,30,000	39,60,000
Total Perquisites			85,94,813		94,44,813		1,03,25,613

3)	Bonus: Based on the performance as per the parameters to be fixed from time to time by the Nomination & Remuneration Committee – Not exceeding	67,60,000	74,36,000	81,79,600
4)	Long Term Incentive based on market capitalization as per guidelines to be fixed by Nomination & Remuneration Committee from time to time – Not exceeding	1,51,90,000	1,67,10,000	1,83,80,000
Total		5,21,44,813	5,73,50,813	6,30,21,213
Other perquisites (not included in the computation of the ceiling on remuneration, specified under applicable provisions of Companies Act).				
	Contribution to Provident Fund	25,92,000	28,51,200	31,36,320
	Gratuity	10,38,462	11,42,308	12,56,538
Earned Leave: Encashment of un-availed 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		36,30,462	39,93,508	43,92,858
Grand Total		5,57,75,275	6,13,44,321	6,74,14,072
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. Similarly, in case of any increase in the furniture or hard furnishing during the year, the increase in applicable perquisite amount to be reduced from floating allowance at year end. The Nomination & Remuneration Committee (NRC) and Board of Directors of the Company has power to change the different heads of the salary with in overall limit of remuneration to be approved by the Shareholders of the Company.

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, subject to the provisions of any contract between him and the Company.

As per Section 196 and 203 of the Companies Act, 2013, the terms and conditions of appointment 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, as per regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, approval of shareholders for the re-appointment 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. The Board of Directors of Ethos Limited at its meeting held on 28th March, 2023 has reappointed, subject to the Shareholders of the Company, Mr. Saboo as Chairman and Managing Director for a period of 3 (three) years with effect from 1st April, 2023 upto 31st March, 2026 upon the following terms and conditions relating to remuneration:-

Amount in Rs.

Particulars	F.Y. 2023-24	F.Y. 2024-25	F.Y. 2025-26
Fixed salary	1,93,00,000	2,12,30,000	2,33,53,000
Variable pay*	38,60,000	42,46,000	46,70,600
Total remuneration	2,31,60,000	2,54,76,000	2,80,23,600

*Not exceeding 20% of the Fixed Pay as decided by the Nomination and Remuneration Committee, Audit Committee and Board, every year on the basis of Key Responsibility Areas fixed for the Chairman and Managing Director.

Accordingly, Mr. Yashovardhan Saboo will be withdrawing remuneration both from KDDL Limited and Ethos Limited, a material subsidiary as 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. Hence, the approval of the members is being sought by way of Special Resolution 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 its meeting held on 28th March, 2023 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.

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 of watch components (watch dials and watch hands), 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. 22-23 (Nine months ended 31 st December, 2022)	F.Y. 21-22	F.Y. 20-21	F.Y. 19-20
Total Income	27,602.00	22,347.20	14,941.23	18,586.20
Profit/ (Loss) before tax	7,227.00	2,649.65	515.41	1,388.17
Profit/(Loss) after tax	5,656.00	2,060.51	339.09	912.34

5) Foreign investments or Collaborators, if any

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

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

II. INFORMATION ABOUT THE APPOINTEE:

(1)	Background details	Mr.Yashovardhan Saboo is B.A. (Hons.) and MBA from IIM, Ahmedabad. He started his career in 1980 as Director of Groz-Beckert Saboo Limited, Chandigarh and was the Managing Director of the company from 1991 to 1993. In 1983, he set up Kamla Dials and Devices Limited (now KDDL Limited) as Managing Director of the Company. In
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		2003, he set up Ethos. In 2006, he set up the Precision Stamping division, EIGEN Engineering, at Bangalore. He has been conferred with “UdyogRatna” Award from PHDCCI in 2005 for valuable contribution to the economic development of Himachal Pradesh.
(2)	Past remuneration (last 3 financial years)	<p>FY 2021-22: Rs. 2,37,35,966</p> <p>FY 2020-21: Rs. 1,71,73,579</p> <p>FY 2019-20: Rs. 1,77,76,085</p> <p>Mr. Yashovardhan Saboo was not drawing any remuneration from Ethos Limited since his appointment as the Chairman and Managing Director of the Company except for the payment of sitting fees for attending Board meetings and various Committee meetings. During the year ended 31st March, 2022, Mr. Saboo was paid an amount of Rs. 5.78 lacs.</p>
(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)
(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 forms 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 22,12,355 equity shares (i.e. 17.65 % of the paid up capital) in the Company.</p> <p>Mr. Yashovardhan Saboo is a brother of Mr. Jai Vardhan Saboo, Non- Executive Director of the Company.</p>

III. OTHER INFORMATION

1) Reasons of loss or inadequate profits

During the financial year ended 31st March, 2022, 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 Executive Directors 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 during the year was very healthy and company achieved new milestones and records. We are witnessing a healthy demand both from domestic and exports markets and expect this trend to continue in the coming months. The Company has initiated various steps for enhancing revenue and market share by better communication, digital marketing and social media. The response and feedback from the customers have been encouraging and we plan to continue these initiatives with high rigor and enthusiasm. The Company continues to focus on improving efficiency, productivity, turn – around time and upgrading the product offering and range by continuous enhancement of employee's skills. Company is also enhancing the capacity of the factories for meeting the additional demand from various customers. In addition, a new plant is being setup for the manufacture of watch bracelets, first in India and this plant is likely to get commissioned during FY24. Company is expanding its market presence in new segments and getting favorable response from the overseas market players. The Company continues to focus on the cost optimization for improving the profitability of the company. We strongly believe that the profitability of the company will be remain healthier and stronger.

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

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

Details of Director seeking re-appointment. 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.

Your Directors recommend the resolutions set out at Item no. 1 for approval of the Members by way of Special Resolution.

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

Date: 28th March, 2023

Place: Chandigarh

By order of the Board of Directors of KDDL Limited

Brahm Prakash Kumar
Company Secretary
M. No. F7519

Annexure -A

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

Particulars	Mr. Yashovardhan Saboo
Date of Birth	24 th August, 1958
Age	64 years
DIN	00012158
Date of First appointment on the Board	25 th March, 1981
Qualifications	B.A. (Hons.) and MBA from IIM, Ahmedabad.
Brief Resume	He started his career in 1980 as Director of Groz-Beckert Saboo Limited, Chandigarh and was the Managing Director of the Company from 1991 to 1993. In 1983, he set up Kamla Dials and Devices Limited (now KDDL Limited) as Managing Director of the Company. In 2003, he set up Ethos. In 2006, he set up the Precision Stamping division, EIGEN Engineering, at Bangalore. He has been conferred with “UdyogRatna” Award from PHDCCI in 2005 for valuable contribution to the economic development of Himachal Pradesh.
Expertise in specific functional areas and experience	Has vast experience of over 35 years in manufacturing & retail industry.
Terms and conditions of Re-appointment	As stated in this Notice and Explanatory Statement (Item No.1).
Shareholding	22,12,355 Equity Shares (17.65%)
Relationship with Directors & KMPs	He is brother of Mr. Jai Vardhan Saboo, Non-Executive Director of the Company
Directorships held in other companies (including Listed Companies but excluding foreign companies & section 8 Companies)	7

Memberships/Chairmanships of committees of other companies	2
Listed entities from which the person has resigned in the past three years	NA
Remuneration	Please refer the Explanatory Statement for details.
Number of meetings of the Board attended during the year i.e. FY 2022-23 (upto the date of this notice)	9