

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, 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

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof, for the time being in force) that it is proposed to seek the consent of the members ("Members") of KDDL Limited ("Company"), for the resolution appended below, through postal ballot using Postal Ballot Form / remote electronic voting ("E-voting").

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolution is annexed hereto along with a postal ballot form for your consideration.

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.

Members desiring to exercise their vote by physical postal ballot are requested to read the instructions carefully, printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope (postage will be borne and paid by the Company) so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Friday, 23rd November, 2018 failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or Company Secretary, after completion of scrutiny of the postal ballot forms and E-voting on Saturday, 24th November, 2018. The results of said postal ballot along with the Scrutinizer's report will be displayed on the website of the Company i.e. www.kddl.com and Registrar and Share Transfer Agent i.e. <https://evoting.karvy.com> and will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

The resolution, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

Resolution :

1. Further Issue of Equity Shares through Preferential Allotment.

To consider and if thought fit, to pass with or without modification[s], the following resolution as Special Resolution:

"RESOLVED THAT in addition to previous Special Resolution passed by the Shareholders at 38th Annual General Meeting (AGM) of the Company held on 14th July, 2018, to create, offer, issue and allot 4,16,666 (Four Lakh Sixteen Thousand Six Hundred Sixty Six) Equity Shares of Rs. 10 each ("Equity Shares"), on preferential basis for cash at an issue price of Rs. 480 (Four Hundred Eighty) per Equity Share (including premium of Rs. 470 per Equity Share) subject to pricing guidelines as defined under the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

KDDL Limited

("SEBI ICDR Regulations"), aggregating upto Rs. 20,00,00,000/- (Twenty Crores only), to the following subscribers:

Sr. No.	Name of the Subscriber	No. of Shares	Total Consideration (Maximum)
1	Alchemy Leaders of Tomorrow (Alchemy Leaders of Tomorrow (the Fund) is an open ended Scheme launched by a trust, Alchemy Alternative Investment Trust which is organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category III – Alternative Investment Fund vide registration number IN/AIF3/17-18/0381. The Fund is managed by Alchemy Capital Management Pvt. Ltd.(Investment Manager) and there is no Key Managerial Personnel (KMP) in fund i.e Alchemy Leaders of Tomorrow	2,29,166	Rs. 11 crores
2	Partner Reinsurance Europe SE – Alchemy Capital Foreign Portfolio Investor having SEBI registration no. INIRFP238817 and is registered under the Securities Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.	1,87,500	Rs. 9 crores
	Total	4,16,666	Rs. 20 crores

and in terms of the provisions of Chapter VII of the SEBI ICDR Regulations read with the provisions of Sections 42, 62 and other relevant provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and such other applicable law, rules, regulations for the time being in force, the approval of the Shareholders of the Company be and is hereby accorded for the inclusion of following details of Ultimate Beneficial Owners pursuant to Regulation 73(1)(e) of ICDR Regulations in respect of one of the subscriber viz., Alchemy Leaders of Tomorrow:

Sr. no.	Particulars	Details
1	Constitution	Alchemy Leaders of Tomorrow (the Fund) is an open ended Scheme launched by a trust, Alchemy Alternative Investment Trust which is organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category III – Alternative Investment Fund vide registration number IN/AIF3/17-18/0381. The Fund is managed by Alchemy Capital Management Pvt. Ltd. (Investment Manager) and there is no Key Managerial Personnel (KMP) in fund i.e. Alchemy Leaders of Tomorrow.
2	Name the Settlor / Investment Manager	Alchemy Capital Management Pvt. Ltd.

3	Name of the Trustee:	Amicorp Trustees (India) Private Limited				
4	Name of the Key Managerial Personnel (KMPs) of Settlor/ Investment Manager	Lashit Lallubhai Sanghvi Hiren Haresh Ved				
5	Name of the Key Managerial Personnel (KMPs) of Trustee	Pallavi Uzgare Samir Dalvi				
6	Beneficiary who is holding 15% or more interest in Alchemy Alternative Investment Trust	None				
7	Details of beneficiaries holding 25% or more interest in “Alchemy Capital Management Pvt. Ltd. (Settlor and Investment Manager)”	Sr. no.	Name of Beneficiary	PAN	% of interest (direct/indirect)	Address
		1	Mr. Lashit Sanghvi	AAHPS6774J	28.62%	425 Samudra Mahal, 25 th Floor, Dr. Annie Besant Road, Worli, Mumbai 400018.
		2	Mr. Ashwin Kedia	ACGPK7677P	28.62%	Kedia Apartments, 10 th Floor, 29F Dongershi Road, Malabar Hill, Mumbai 400006.
		3	Mr. Rakesh Jhunjunwala	ACPPJ9449M	28.62%	16-17/C, Ilpalazzo CHS, Little Gibbs Road, Malabar Hill, Mumbai 400006.
8	Details of beneficiaries holding 25% or more interest in “Amicorp Trustees (India) Pvt. Ltd. (Trustee)”	Sr. No.	Name	Identity Document Number	% of ownership	Address
		1	Mr. Antonius Rudolphus Wilhelmus Knipping	BR1J6LH97	53.13%	116 Kim Seng Road, #07-05, Singapore 239434.

“**RESOLVED FURTHER THAT** consent of the Shareholders of the Company be and is hereby accorded to the revision of the 'Relevant Date' in accordance with the provisions of the SEBI ICDR Regulations, from June 13, 2018 to **June 14, 2018** being the date falling 30 (thirty) days prior to the date of 38th Annual General Meeting held on 14th July, 2018 or such other date as may be determined in accordance with the SEBI ICDR Regulations as “Relevant Date” for the purpose of determination of the price of the Equity Shares issued and allotted as above.”

“RESOLVED FURTHER THAT the name of “Partner Reinsurance Europe SE”, one of the subscriber as approved by the Shareholders at 38th Annual General Meeting (AGM) and “Partner Reinsurance Europe SE - Alchemy Capital” is the same entity and managed by Alchemy Investment Management Pte. Ltd. and same be and is hereby rectified for identification purpose.”

“RESOLVED FURTHER THAT Mr. Yashovardhan Saboo, Chairman & Managing Director, Mr. Sanjeev Kumar Masown, Whole Time Director cum Chief Financial Officer and Mr. Brahm Prakash Kumar, Company Secretary of the Company be and are hereby authorised severally on behalf of the Company to do all such acts, deeds, matters and things as may be required to give effect to this resolution and all actions done by above said officials of the Company in this regard be and hereby ratified.”

Date: 8th October, 2018

By order of the Board

Place: Chandigarh

**Sd/-
Brahm Prakash Kumar
Company Secretary
Membership No. :7519**

NOTES :

1. An Explanatory Statement pursuant to Section 102 read with Sections 2(65) and 110 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appear in the Register of Members / List of Beneficial Owners received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 12th October, 2018. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of Companies Act, 2013, as on the said date.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed Business Reply Envelope (postage will be borne and paid by the Company).
4. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has provided the facility to the Members to exercise their votes electronically on the resolutions through e-voting service facility arranged by Karvy Computershare Private Limited and business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. The resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. In case a Member is desirous of obtaining a printed Postal Ballot form or a duplicate form, he or she may send an email to evoting@karvy.com.
8. A Member cannot exercise his vote by proxy on postal ballot.

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 its 38th Annual General Meeting (AGM) held on 14th July, 2018 passed the Special Resolutions, inter alia, for the issue and allotment of 4,16,666 Equity Shares of Rs. 10 each

("Equity Shares"), on preferential basis for cash at an issue price of Rs. 480 (Four Hundred Eighty) per Equity Share (including premium of Rs. 470 per Equity Share) subject to pricing guidelines as defined under the provisions of ICDR Regulations, aggregating upto Rs. 20,00,00,000/- (Twenty Crores only), to the following subscribers :

Sr. No.	Name of the Subscriber	No. of Shares	Total Consideration (Maximum)
1	Alchemy Leaders of Tomorrow	2,29,166	Rs. 11 crores
2	Partner Reinsurance Europe SE – Alchemy Capital	1,87,500	Rs. 9 crores
	Total	4,16,666	Rs. 20 crores

Accordingly, the Company submitted an application for obtaining in-principle approval for the issue of above Equity Shares, under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on 16th July, 2018 and 17th July, 2018 respectively. NSE has granted in-principle approval vide its letter no. NSE/LIST/17552 dated 14th September, 2018. However, BSE while granting in-principle approval vide its letter no. DCS/PREF/SV/PRE/3207/2018-19 dated 1st October, 2018 required the Company to ratify the additional details of Ultimate Beneficial Owners of "Alchemy Leaders of Tomorrow" (allottee), the details of which are as follows :

Sr. no.	Particulars	Details
1	Constitution	Alchemy Leaders of Tomorrow (the Fund) is an open ended Scheme launched by a trust, Alchemy Alternative Investment Trust which is organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category III – Alternative Investment Fund vide registration number IN/AIF3/17-18/0381. The Fund is managed by Alchemy Capital Management Pvt. Ltd. (Investment Manager) and there is no Key Managerial Personnel (KMP) in fund i.e. Alchemy Leaders of Tomorrow.
2	Name the Settlor / Investment Manager	Alchemy Capital Management Pvt. Ltd.
3	Name of the Trustee:	Amicorp Trustees (India) Private Limited
4	Name of the Key Managerial Personnel (KMPs) of Settlor/ Investment Manager	Lashit Lallubhai Sanghvi Hiren Haresh Ved

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5	Name of the Key Managerial Personnel (KMPs) of Trustee	Pallavi Uzgare Samir Dalvi				
6	Beneficiary who is holding 15% or more interest in Alchemy Alternative Investment Trust	None				
7	Details of beneficiaries holding 25% or more interest in "Alchemy Capital Management Pvt. Ltd. (Settlor and Investment Manager)	Sr. no.	Name of Beneficiary	PAN	% of interest (direct/indirect)	Address
		1	Mr. Lashit Sanghvi	AAHPS6774J	28.62%	425 Samudra Mahal, 25 th Floor, Dr. Annie Besant Road, Worli, Mumbai 400018.
		2	Mr. Ashwin Kedia	ACGPK7677P	28.62%	Kedia Apartments, 10 th Floor, 29F Dongershi Road, Malabar Hill, Mumbai 400006.
		3	Mr. Rakesh Jhunjunwala	ACPPJ9449M	28.62%	16-17/C, Ilpalazzo CHS, Little Gibbs Road, Malabar Hill, Mumbai 400006.
8	Details of beneficiaries holding 25% or more interest in "Amicorp Trustees (India) Pvt. Ltd. (Trustee)	Sr. No.	Name	Identity Document Number	% of ownership	Address
		1	Mr. Antonius Rudolphus Wilhelmus Knipping	BR1J6LH97	53.13%	116 Kim Seng Road, #07-05, Singapore 239434.

Also, as a matter of abundant precaution and in compliance with the SEBI ICDR Regulations, it is proposed to revise the relevant date from June 13, 2018 to **June 14, 2018**, being the date falling 30 (thirty) days prior to the date of 38th Annual General Meeting held on 14th July, 2018 or such other date as may be determined in accordance with the SEBI ICDR Regulations as “Relevant Date” for the purpose of determination of the price of the Equity Shares issued and allotted. Further, the full name of “Partner Reinsurance Europe SE”, one of the subscriber, as approved at 38th Annual General Meeting (AGM) held on 14th July, 2018 is “Partner Reinsurance Europe SE – Alchemy Capital”. Accordingly, it is proposed to obtain approval of the Shareholders for details of Ultimate Beneficial Owners pursuant to Regulation 73(1)(e) of ICDR Regulations in respect of one of the subscriber viz., “Alchemy Leaders of Tomorrow”, revision of Relevant Date and rectification of name as above.

The Company needs to file application to BSE and NSE for listing and trading approvals for allotment of 4,16,666 Equity Shares. Hence, the approval of members is required by way of Special Resolution as above.

The Board commends the passing the Special Resolution as set out at Item no. 1 of this notice.

None of the Directors of the Company or Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution.

Date: 8th October, 2018

By order of the Board

Place: Chandigarh

Sd/-

**Brahm Prakash Kumar
Company Secretary
Membership No. :7519**

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- i. Remote e-voting: 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 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "KDDL Limited".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ajaykcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "KDDL Limited -Postal Ballot".

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in Postal Ballot form.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Suresh Babu D, (Unit: KDDL Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Thursday, 25th October, 2018 (9:00 A.M. IST) and ends on Friday, 23rd November, 2018 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 12th October, 2018, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 12th October, 2018.

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 FORM

Postal Ballot No:

1. Name of the Member(s)
2. Registered Address of the sole / first named Member
3. Name of the Joint Holder (s), if any
4. Registered Folio No. /DP ID No.*/Client ID No.
(*applicable to shareholders holding shares in dematerialized form)
5. Number of Shares held
6. I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 8th October, 2018 by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Description of Resolution	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Further Issue of Equity Shares through Preferential Allotment.			

Place :

Date :

Signature of the Member

The Company is pleased to offer Remote E-voting facility as an alternate for the members of the Company to enable them to cast their cast electronically instead of sending the Postal Ballot Form to the Scrutinizer. The E-voting facility is available at link : <https://evoting.karvy.com>. Detailed instructions for remote E-voting are given in the Postal Ballot Notice. E-voting is optional.

Electronic voting particulars

EVEN (E-voting Event Number)	USER ID	PASSWORD

NOTE : Please read carefully the instructions printed overleaf before exercising your vote.

Instructions

1. A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form duly signed and send it to the Scrutinizer on the self - addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot, if deposited in person or sent by courier/registered post at the expenses of the member shall also be accepted.
2. The self-addressed Business Reply Envelope bears the Address of the Scrutinizer.
3. Unsigned, incomplete or incorrectly ticked Postal Ballot Form(s) will be rejected. The Postal Ballot shall not be exercised by a proxy.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e. upto 05:00 P.M.) on Friday, 23rd November, 2018. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatory(ies).
7. Voting rights shall be reckoned on the paid - up value of Shares registered in the name of the Member on Friday, 12th October, 2018. A person who is not a member as on cut-off date should treat this notice for information purpose only.
8. Members are requested not to send any other paper along with the Postal Ballot Form as all such letters will be sent to Scrutinizer and any extraneous paper found with such letter will be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint - holders.
10. Members are requested to fill the Postal Ballot Form in indelible ink and not by any erasable writing mode.