



## KDDL Limited

(CIN: L33302HP1981PLC008123)

Registered Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan, H.P.

Email: pawan.goyal@kddl.com, Website: www.kddl.com

Phone: 0172-2548223, 24 & 27, Fax: 0172-2548302

### NOTICE

NOTICE IS HEREBY GIVEN THAT the **35th ANNUAL GENERAL MEETING** of KDDL Limited will be held on Monday, the 24th day of August, 2015 at 12:30 P.M. at Hotel Timber Trail Resorts, Parwanoo 173 220 (H.P.) to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company (Standalone as well as consolidated) for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend for the year ended 31st March, 2015.
3. To appoint a director in place of Dr. T. N. Kapoor (holding DIN-05111125), who is liable to retire by rotation.
4. To re-appoint M/s.Walker Chandiook & Co.LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) as statutory auditors of the Company for the two years subject to ratification of their appointment at the next annual general meeting of the Company and fix their remuneration.

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Praveen Gupta (holding DIN 01885287), who was appointed as an additional director of the Company w. e. f 08.11.2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member signifying his attention to propose Mr. Praveen Gupta as a candidate for the office of Director of the Company and Mr. Praveen Gupta has submitted a declaration stating that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as such as recommended by the Nomination and Remuneration Committee of the Board, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5(Five) Years from the conclusion of 35th Annual General Meeting i.e. with effect from 24.08. 2015 to 23.08.2020."

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

**"RESOLVED THAT** in accordance with the provisions of section 73 and other applicable provisions, if any, of the New Companies Act, 2013 and the rules prescribed there under, approval of the Company, be and is hereby, accorded to the Board of Directors of the Company to borrow money from its members by way of Fixed Deposits subject to compliance of all the conditions stated under section 73(2) of the Act or any other applicable provisions of the act, if any and subject to maximum limits provided under the act read with the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time.

**RESOLVED FURTHER THAT** the Deposits accepted by the Company, may be cumulative or non-cumulative as per the scheme framed by the Company and carrying rates of interest for periods varying from one year to three years specified in the Circular to be specifically approved by the Board of Directors of the Company.

**RESOLVED FUTURE THAT** the Board of directors, be and are hereby, specifically authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution and to settle any question, difficulty or

doubt that may arise in this regards."

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

**"RESOLVED THAT** in accordance with:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,
- b) the clauses of the Listing Agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed and traded,
- c) the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI , RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable;

and subject to

- f) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- g) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,
- h) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to accept,
- i) subject to such conditions and modifications as may be considered appropriate by the Board;

consent and approval of the Company be and is hereby accorded to create, offer, issue and allot up to 10,08,400 (Ten lacs eight thousand and four hundred only) equity shares of Rs. 10 each ("Issue Shares"), on a preferential basis to SAIF India V FII Holdings Limited (a non-promoter), a Qualified Institutional Buyer ("Investor"), for cash at a price of Rs 297.50 per Issue Share (including premium of Rs.287.50 per Issue Share), in accordance with the provisions of the SEBI (ICDR) Regulations, for a total subscription amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores only).

**RESOLVED FURTHER THAT** the allotment of the Issue Shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders, provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

**RESOLVED FURTHER THAT** the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is July 24, 2015 the date which is 30 days prior to the date of shareholders meeting for approving the

preferential issue.

**RESOLVED FURTHER THAT** the allotment of the Issue Shares shall be made in dematerialized form.

**RESOLVED FURTHER THAT** the Issue Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Issue Shares shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Issue Shares so issued by the Company to the Investor on a preferential basis, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Issue Shares and utilisation of issue proceeds thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the issue, the Chief Executive Officer and the Chief Financial Officer of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchanges where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board

Date: 24th July, 2015  
Place: Chandigarh

(P. K. Goyal)  
Company Secretary  
Membership No.: F-2338  
Address: S.C.O. 88-89, Sector 8-C, Chandigarh

#### **IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 16th August, 2015 to 24th August, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2014-15.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

**3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy Form submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Final dividend of Rs. 2/- (Two) (20%) per share has been recommended by the Board of Directors for the year ended 31.03.2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, the dividend will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 15th August, 2015.

5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

6. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08(Final) onwards upto the date of the 34th Annual General Meeting (AGM) held on 6th August, 2014, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in). The Members who have not encashed their dividend warrants so far for the financial year ended 31st March, 2008 or any subsequent years are requested to immediately return the outdated warrants to the Company to enable the Company to issue D/D in lieu thereof

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

10. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.

12. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [kddl.com](http://kddl.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Parwanoo for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication,

the shareholders may also send requests to the Company's investor email id: investor.complaints@kddl.com. or pawan.goyal@kddl.com

13. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date, the Company is pleased to provide member's facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting platform provided by Karvy.

The instructions for e-voting are as under:

- i. Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, i.e. 17th August, 2015 may cast their vote electronically. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th August 2015, may obtain the login ID and password by sending a request to the Company or to Karvy at email: [evoting@karvy.com](mailto:evoting@karvy.com)
- iii. Enter the login credentials i.e. User ID and password mentioned in the attendance slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT, i.e. KDDL Limited.
- viii. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Such shareholder is entitled to attend the Meeting but shall not be entitled to cast his vote again.
- xii. The Portal will be open for e-voting from 9.00 A.M. on 21st August, 2015 to 5.00 P.M. on 23rd August, 2015. The e-voting facility will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
- xiii. 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

II. The Company has appointed Mr. Ajay Arora, Company Secretary, whole time in Practice (ICSI Membership No. FCS - 2191 and Certificate of Practice No. 993) as the Scrutinizer to scrutinize and collate the e-voting process in a fair and transparent manner.

III. The Scrutinizer shall within a period not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IV. The results shall be declared after the AGM of the Company within two days. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.kddl.com](http://www.kddl.com) and on the website of Karvy. The results shall simultaneously be communicated to the stock exchange and shall also be displayed on the Notice Board of the Company at its Registered/Corporate office. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 24th August, 2015.

V. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Mr. Ajay Arora, Practicing Company Secretary at his e-mail address [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to Company Secretary, KDDL Ltd, Chandigarh at [pawan.goyal@kddl.com](mailto:pawan.goyal@kddl.com)

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 2.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

## **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

### **ITEM NO.5**

The Company had, pursuant to the provision of clause 49 of the Listing Agreement entered into with Bombay Stock Exchange and also in compliances with the applicable provisions of the Companies Act, 2013 has appointed Mr. Praveen Gupta, a professionally qualified person, who was appointed as a Additional Director of the Company w. e. f. 09.11.2014 by the Board of Directors of the Company, has now been appointed as independent Director on the recommendation of the Nomination and Remuneration Committee in the Board Meeting dated 28.05.2015, in compliance with the requirement of the clause.

Pursuant to the provision of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, and clause 49 of the Listing agreement, every listed public company is required to have, at least one third of the Total number of directors, who are not liable to retire by rotation or where the Chairman of the Company is executive director, at least one half of the total number of directors who are not liable to retire by rotation.

In the opinion of the Board, Mr. Praveen Gupta as the Independent Director fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force). Further, the aforesaid Independent Director have given a declaration to the Board of Directors to the effect that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Praveen Gupta as Independent Director of the Company up to 5 (five) consecutive years up to 23rd August, 2020

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Praveen Gupta as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working days from 11.00 am to 2.00 pm up to the date of Annual General Meeting.

A brief profile of Mr. Praveen Gupta as the Independent Director whose appointment is proposed at item no 5 of the accompanying notice have been given in the annexure attached.

None of the Directors or their relatives and Key managerial personnel or their relatives except Mr. Praveen Gupta, are concerned or interested in the resolution set out at item no. 5 of the accompanying Notice.

The Board commends the passing of the Resolution set out in Item No. 5 of the accompanying Notice.

#### **ITEM NO. 6**

Section 73(2) of the Companies Act, 2013 makes it mandatory for the Company to obtain approval of General Meeting before accepting any borrowing from the shareholder by way of Fixed Deposits.

As the conditions and maximum limits for accepting deposits from the Shareholders has been laid down in the Companies (Acceptance of Deposits) Rules, 2014 so approval of the shareholders is required for accepting deposits after complying with all the conditions stated in Section 73(2) of the Act and within the limits prescribed under the Companies (Acceptance of Deposits) Rules, 2014.

In view of the foregoing, it is therefore necessary for the shareholders to pass an ordinary resolution required under section 73(2) and other applicable provisions of the Companies Act, 2013 as set out at Item No 06 of the Notice.

None of the Directors of the Company and /or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item no. 6.

The Board recommends the resolution for the approval of the Members.

#### **ITEM NO. 7**

Your Company's business is growing and the funds are required by the Company for meeting its working capital requirements, debt repayments, permissible business investments as allowed under applicable laws, and other general corporate purposes.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on 24th July, 2015 approved the issue and allotment of up to 10,08,400 (Ten lacs eight thousand and four hundred only) equity shares of face value Rs. 10 each ("Issue Shares"), on a preferential basis to SAIF India V FII Holdings Limited (a non-promoter), a Foreign Portfolio Investor (a Qualified Institutional Buyer) ("**Investor**"), for cash at a price of Rs 297.50 per Issue Share (including premium of Rs.287.50 per Issue Share), in accordance with the provisions of the SEBI (ICDR) Regulations, for a total subscription amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores only).

The Board has also approved the execution of an investment agreement between the Company and the Investor under which agreement and subject to the terms and conditions of which the Investor proposes to subscribe to the Issue Shares ("**Investment Agreement**").

The proposed issue and allotment of the Issue Shares will inter-alia be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("**SEBI ICDR Regulations**") as amended from time to time and the terms of the Investment Agreement.

The issuance of the Issue Shares to the Investor on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these

conditions is not necessarily within the control of the Company. The Issue Shares allotted to the Investor shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 7 of the Notice of the meeting by way of **Special Resolution**:

- a The objects of the above preferential issue Your Company's business is growing and the funds are required by the Company for meeting its working capital requirements, debt repayments, permissible business investments as allowed under applicable laws, and other general corporate purposes.
- b The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer Promoters, Directors or Key Managerial Personnel do not intend to subscribe to the offer.
- c The shareholding pattern of the issuer before and after the preferential issue As given below:-

Particulars	Pre Issue i.e. on 30.06.2015		Preferential Issue o Equity Shares	Post Issue	
	No. of shares held	%age of share holding		No. of shares held	%age of share holding (Approx.)
(I) Promoters' holding					
Indian:-					
Individual	4776981	52.63	-	4776981	47.37%
Bodies Corporate	18001	0.20	-	18001	0.18%
Sub Total	4794982	52.83	-	4794982	47.55%
Foreign Promoters	0	0	-	0	0
Total (I)	4794982	52.83	-	4794982	47.55%
(II) Non Promoters' shareholding					
Institutional Investors	48450	0.53	-	48450	0.48%
Non Institution:-					
Private Corporate Bodies	1424127	15.69	-	1424127	14.12%
Directors and relatives	63993	0.71	--	63993	0.63%
Indian Public	2630874	28.99	-	2630874	26.09%
Others (including NRI)	114044	1.25	-	114044	1.13%
QIB	-	-	1008400	1008400	10.00%
Total (II)	4281488	47.17	-	5289891	52.45%
Grand Total (I) + (II)	9076470	100.00	-	10084870	100.00%

- d The time within which the preferential issue shall be completed The issue and allotments under preferential issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting to all the necessary approvals being in place.

- e The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately change control) the proposed allottees, the percentage shares of post preferential issue capital that may be held SAIF India V FII Holdings Limited ( a non-promotor), a foreign portfolio investor ( a Qualified Institutional Buyer), shall hold not more than 10% of the post preferential issue capital. No in control is envisaged on the preferential allotment of the to the aforesaid investors

SAIF India V FII Holdings Limited is a Category II foreign portfolio investor. There is no natural person /individual who are



f)	An undertaking that the issuer shall recompute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.	As the shares of the Company are listed with the BSE Limited for more than six(6) months, the same is not applicable to the Company
g	An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.	As the shares of the Company are listed with BSE Limited for more than six (6) months, the same is not applicable to the Company
h	Relevant Date	The Relevant Date shall be July 24, 2015, which is 30 days prior to the date t of shareholders meeting for approval of the preferential allotment
l	Pricing of the issue	The equity shares shall be priced at Rs. 297.50 per equity share as per the provisions of Chapter VII of the SEBI ICDR Regulations.
j	Payment and conversion terms	Full consideration shall be paid by the allottees before the time of such allotment of such shares.
k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations will be placed before the shareholders at the meeting an will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 2.00 P.M. on any working day up to the date of the meeting.
l	Lock In	The Issue shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.
m	The total number of shares or other securities to be issued	10,08,400 (Ten lacs eight thousand four hundred only) Equity Shares of face value of Rs 10/-each.
n	The class or classes of persons to whom the allotment is proposed to be made	Foreign Portfolio Investor
o	The change in control, if any, in the company that would occur consequent to the preferential offer	The allotment of Issue Shares would not result in any change in the control or management of the affairs of the Company.
p	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Not Applicable
q	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

The Board of Directors of the Company believes that the aforesaid preferential issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

By Order of the Board

Date: 24th July, 2015  
Place: Chandigarh

(P. K. Goyal)  
Company Secretary  
Membership No.: F-2338  
Address: S.C.O. 88-89, Sector 8-C, Chandigarh

**Brief Resume of the Directors being appointed/re-appointed at the Annual General Meeting of the Company"**

**Mr. Praveen Gupta, being appointed as Independent Director of the Company:**

Name of the Director	: Praveen Gupta		
Date of Birth	: 9th September, 1955		
Date of first Appointment	: 8th November, 2014		
Qualification and experience in specific functional areas	: P. G. Diploma in Management from ' The Indian Institute of Management, (IIM) Ahmedabad in 1980 and B. Tech (Electrical Engineering) from the Indian Institute of Technology (IIT) Kanpur in 1977.  Total 34 years Experience at various senior positions with Present Position as Managing Director of Minda Sai Limited since 28th, July, 2008.		
List of companies in which outside Directorship held	: Minda Sai Limited		
Chairman/Member of the Committees of the Board of the Company	: NIL		
Chairman/Member of the Committees of Board of other companies in which he is a Director	: Minda Sai Limited	CSR Committee	Member



**KDDL Limited**

(CIN: L33302HP1981PLC008123)

Registered Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan, H.P.

Email: pawan.goyal@kddl.com, Website: www.kddl.com

Phone: 0172-2548223, 24 & 27, Fax: 0172-2548302

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)]**

Name of the member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No./Client Id : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, the 24th day of August, 2015 at 12.30 pm at Hotel Timber Trail Resorts, Parwanoo 173220 (Himachal Pradesh) and at any adjournment thereof in respect of such resolutions as indicated below:-

**Ordinary Business:**

1. Adoption of the Audited Accounts of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors' and Auditors' thereon.
2. Declaration and confirmation of dividend for the year ended 31st March, 2015.
3. Appointment of a director in place of Dr. T. N. Kapoor, who is liable to retire by rotation.
4. Appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

**Special Business:**

5. Appointment of Mr. Praveen Gupta as an Independent Director of the Company.
6. Approval for acceptance of deposits from shareholders under section 73(2) of the Companies Act, 2013.
7. Approval for further issue of equity shares through Preferential Issue as per provisions of section 62(1)©of the Companies Act, 2013.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix  
revenue  
stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder (s)Note:

**1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



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ATTENDANCE SLIP

(To be presented at the entrance)

Folio No.: \_\_\_\_\_ DP ID No.: \_\_\_\_\_ Client ID No.: \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

I, hereby record my presence at the 35th ANNUAL GENERAL MEETING at **Hotel Timber Trail Resorts, Parwanoo, Distt. Solan (H.P.)** on **Monday, the 24th day of August, 2015 at 12.30 P.M.**

\_\_\_\_\_  
**(Signature of Member/Proxy)**