KDDL Limited

(CIN : L33302HP1981PLC008123)
Regd. Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan (H.P.)
Tel.: +91 172 2548223/24, Fax : +91 172 2548302, website: www.kddl.com,
email id:investor.complaints@kddl.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (EOGM) of the Company will be held on **Tuesday, the 8th day of November, 2016 at 11.30 A. M. at PHD House, PHD Chamber of Commerce and Industry, Sector 31, Chandigarh (160029)** to transact the following business:-

1. Further Issue of equity shares through Preferential allotment

To consider, and if thought fit, to pass, 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/The Companies (Share Capital and Debentures) Rules, 2014,

b) the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI LODR Regulations")and Listing Agreement executed by the Company with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE together "Stock Exchanges") 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 or consents, if any, of the banks and financial institutions and 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 authorities including the Stock Exchanges 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 of the Company, be and is hereby accorded to the Board, to offer, issue and allot up to 7,54,716 (seven lac fifty four thousand seven hundred sixteen) Equity Shares of Rs. 10 each to SAIF Partners India V Limited, a foreign body corporate, for cash at a price of Rs 265/- per Equity Share (including premium of Rs.255/-per Equity Share) ("Issue Price") for an amount not exceeding Rs.20 crores (Rupees twenty crore only) in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue").

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be made by the Board 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. The 'Relevant Date' in relation to the issue of Equity Shares is 7thOctober 2016, which is determined in accordance with Chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the allotment shall be made in dematerialized form.

RESOLVED FURTHER THAT the equity shares so issued and allotted as above shall be subject to the lock-in for a period of one year from the date of trading approval to the proposed allottee in accordance with SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the above equity shares shall be listed on the Stock Exchanges, where the existing equity shares of the Company are currently listed.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company pursuant to the preferential offer 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.

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 Equity Shares and utilisation of issue proceeds thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue, the Board, be and is hereby authorised to form a Committee and /or delegate all or any of its powers to any committee of directors (including any officer(s) of the Company) and is 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."

2. Issue of Zero Coupon Convertible Warrants through Preferential allotment

To consider, and if thought fit, to pass, 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/The Companies (Share Capital and Debentures) Rules, 2014.

b) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI (LODR) Regulations")and Listing Agreement executed by the Company with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE together "Stock Exchanges") 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

a) the requisite approvals or consents, if any, of the banks and financial institutions and any regulatory authority, wherever necessary,

b) 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,

c) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the authorities including the Stock Exchanges 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,

d) subject to such conditions and modifications as may be considered appropriate by the Board,

consent of the Company, be and is hereby accorded to the Board, to offer, issue and allot up to 3,77,356 (three lac seventy seven thousand three hundred fifty six) Zero coupon convertible warrants("Warrant") (1 Warrant convertible into 1 Equity Share of face value of Rs.10/- each) to Promoters/ Promoters Group, as described in the explanatory statement to this resolution, for cash at a price of Rs 265/- per Warrant on preferential basis, for an amount not exceeding Rs. 10 crores (Rupees Ten crores), in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue").

RESOLVED FURTHER THAT the allotment pursuant to this resolution shall be made by the Board within 15 days from the date of receipt of approval of the shareholders provided that where the allotment of the said Issue 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 Warrant has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. The 'Relevant Date' in relation to the issue is 7th October 2016, which is determined in accordance with Chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT

a) Warrants shall be convertible into equity shares of the Company not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations at the option of the warrant holder without any further approval of the shareholders prior to or at the time of conversion. Each warrant shall be compulsorily convertible into one equity share of Rs.10/- each at a premium of Rs. 255/- per share,

b) The Warrants by itself do not give to the holder any rights of the shareholders of the Company,

c) The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants and the balance within 18 months of issuance,

d) The aforesaid allotment of the Warrants and the equity shares to be allotted upon the conversion of Warrants shall be subject to the requirement of Lock-in/Non-transferability as per the requirements of SEBI (ICDR) Regulations,

e) The equity shares to be allotted upon conversion of Warrants shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company and shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company,

f) The allotment of Warrants, allotment of equity shares pursuant to conversion of Warrants, conditions of payment of consideration and other terms and condition thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as may be for the time being in force,

RESOLVED FURTHER THAT the allotment shall be made in dematerialized form.

RESOLVED FURTHER THAT the resultant equity shares shall be listed on the Stock Exchanges, where the existing equity shares of the Company are currently listed.

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 resultant Equity Shares and utilisation of issue proceeds thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue, the Board, be and is hereby authorised to form a Committee and /or delegate all or any of its powers to any committee of directors (including any officer(s) of the Company) and is 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."

3. Approval of Material Related Party Transactions

To consider, and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 as applicable and any amendments thereto as are made effective from time to time and subject to such other approvals and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into contract(s)/arrangement(s) with Ethos Limited, a material subsidiary within the meaning of the aforesaid clause, and a related party, on such terms and conditions as may be mutually agreed upon, for subscribing to its paid up share capital, i.e. Equity and/or Preference share capital, subject, however, to that the value of this contract/arrangement for investment in shares during the financial year shall not exceed in aggregate Rs.30 Crores.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to sign and execute necessary documents and papers on an ongoing basis and to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution in this regard."

4. Approval for change in Share Capital of material subsidiary, Ethos Limited.

To consider, and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of article number 81-A(3) of the Articles of Association of the company and subject to the necessary consent and approvals from shareholders, Board of Directors of Ethos Limited , the material subsidiary of the company, on any such other consents, approvals from any other authority as may be required, consent of members of the company be and is hereby accorded to the proposed change in the share capital of the material subsidiary company as described in the explanatory statement to this resolution."

By order of the Board
For KDDL Limited

R.K. Sood
(Company Secretary)
FCS-3722

Dated:07-10-2016
Place : Chandigarh

ANNEXURE TO THE NOTICE

(Explanatory Statement setting out the material facts under Section 102 of the Companies Act, 2013)

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE ON HIS/HER BEHALF. 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 appointing the Proxy, duly completed, stamped and signed, in order to be effective, should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable.

3. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

4. The Notice of the EOGM along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.

5. Members may also note that the Notice of the EOGM will be available on the Company's website i.e. www.kddl.com. The Notice will also be available at the Company's registered office for inspection during the normal working hours. Members may write to us at investor.complaints@kddl.com if they have any queries or require communication in physical form in addition to electronic communication.

6. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the EOGM.

7. **Voting through electronic means:**

   In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the EOGM 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. may cast their vote electronically.

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 your 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.

xii. The Portal will be open for e-voting from 5-11-2016 on10.00 A. M. to 7-11-2016 till 5.00 P.M.

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 Computer share Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

II. The Company has appointed Mr. Ajay K. Arora, Company Secretary in whole time 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, and submit it to the Chairman of the Company.

IV. The results shall be declared on or after the EOGM of the Company within the prescribed period. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.kddl.com and on the website of Karvy.

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, Practising Company Secretary at his e-mail address ajaykcs@gmail.com with a copy marked to Company Secretary, KDDL Ltd, Chandigarh at raman.sood@kddl.com.

8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days from Monday to Friday between 11.a.m. to 2.00 p.m. up to the date of EOGM.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') sets out al material facts relating to the business to be transacted at the EOGM as mentioned in the accompanying Notice.

For item Nos. 1 and 2

Your Company's business is growing and the funds are required by the Company for the augmenting long term capital resources, working capital requirement and for general corporate purposes.

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

Therefore, the Board of Directors at its meeting held on 7-10-2016 recommended further issuance of Equity Shares and Warrants in the Company by way of the Preferential Issue at a price determined in accordance with the terms and conditions of Regulation 76 of Chapter VII of the SEBI (ICDR) Regulations, 2009 or at such higher price as may be agreed between the foreign body corporate and the Company to the following allottees .

Sr. No	Name of the proposed allottee	Category	Pre-Preferential Issue Holding (%)	No of Equity Shares /Warrants to be allotted	Consideration Payable(Rs.)	Post-Preferential Issue Holding (%)#
Equity Shares						
1.	SAIF Partners India V Limited	Foreign Body Corporate	0	754716	19,99,99,740/ -	6.73
Warrants						
1.	Anuradha Saboo	Promoter	384027	52830	1,39,99,950/ -	3.89
2.	Yashovardhan Saboo	Promoter	1475872	22641	59,99,865/ -	13.36
3.	Pranav Shankar Saboo	Promoter	214904	7547	19,99,955/ -	1.98
4.	Yashovardhan Saboo HUF	Promoter	33658	15094	39,99,910/ -	0.43
5.	Dream Digital Technology Private Limited	Promoter/ Promotor group	7309	15094	39,99,910/ -	0.20
6.	Swad es Capital LLC	Promoter/ Promotor group	60000	264150	6,99,99,750/ -	2.89

 # holding assuming full conversion of Warrants

In this connection, it is proposed to raise an amount up to Rs. 20 (twenty) crores through Preferential Issue of Equity Shares and Rs. 10 (Ten) crores through preferential issue of Zero Coupon Convertible Warrants (Warrants) in terms of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The proposed Preferential Issue and allotment of the Issue Shares and Warrants 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 stock exchanges where the equity shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ,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 and Warrants to the allottees 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 existing 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. 1and 2 of the Notice of the meeting by way of **Special Resolution:**

<table>
<tr><td>a</td><td>The objects of the preferential issue.</td><td colspan="5">The funds are required by the Company for augmenting long term capital resources, working capital requirement and for general corporate purposes.</td></tr>
<tr><td>b</td><td>The proposal of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer.</td><td colspan="5">Promoters intend to subscribe to the Preferential Issue of Warrants.</td></tr>
<tr><td>c</td><td>The shareholding pattern of the issuer before and after the preferential issue.</td><td colspan="5"><table>
<tr><th rowspan="2">Category</th><th colspan="2">Pre Preferential Issue</th><th>Allotted</th><th colspan="2">Post Preferential Issue</th></tr>
<tr><th>No of Shares</th><th>%</th><th>No of Shares</th><th>No of Shares</th><th>%</th></tr>
<tr><td>Promoter (A)</td><td>4801091</td><td>47.61</td><td>754716</td><td>5555807</td><td>49.53</td></tr>
<tr><td>Public (B)</td><td>5283779</td><td>52.39</td><td>377356</td><td>5661135</td><td>50.47</td></tr>
<tr><td>Total (A) + (B)</td><td>10084870</td><td>100.00</td><td>1132072</td><td>11216942</td><td>100.00</td></tr>
<tr><td>Non–Promoter Non Public (C)</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Grand Total(A) + (B) + (C)</td><td>10084870</td><td>100.00</td><td>1132072</td><td>11216942</td><td>100.00</td></tr>
</table></td></tr>
<tr><td>d</td><td>The time within which the preferential issue shall be completed.</td><td colspan="5">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 subject to all the necessary approvals being in place.</td></tr>
<tr><td>e</td><td>The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.</td><td colspan="5"><table>
<tr><th>Name of the proposed allottee(s)</th><th>Post-Preferential Issue Holding (%)</th><th>Natural persons who are the ultimate beneficial owners of the shares/warrants proposed to be allotted and/or who ultimate control the proposed allottee.</th></tr>
<tr><td>SAIF Partners India V Limited</td><td>6.73</td><td>SAIF Partners India V Limited is a foreign body corporate. It is a non-promotor entity. It is a Category 1 Global Business Licence company incorporated in the Republic of Mauritius and is authorised by the Financial Services Commission to operate as Close-End Fund. No natural person is entitled to more than 25% of 25% of shares or capital or profits of the company or exercise control over the company through other means.

The company and its affiliates are part of a USD 350 million fund with diverse investors like Pension Funds, Endowment Trusts, Foundations and Fund of Funds based primarily from the United States of America and Europe. None of the investors are based out of India. The Board Directors of SAIF Partners India V Limited comprises of the following individuals : Ms. Marie ChantaleWan Min Kee, Mr. Naiken Veerasamy and Mr. Ravi Chandra Adusumall</td></tr>
</table></td></tr>
</table>

		Anuradha Saboo	3.89	Individual (Promoter/Promoter group)
		Yashovardhan Saboo	13.36	Individual (Promoter/Promoter group)
		Pranav Shankar Saboo	1.98	Individual (Promoter/Promoter group)
		Yashovardhan Saboo HUF.	0.43	This is a Hindu Undivided family and a promotor/promotor group entity with Mr. Yashovardhan Saboo (a promotor) as Karta, Mr. Pranav Shankar Saboo as co parcener and Mrs. Anuradha Saboo as member.
		Dream Digital Technology Private Limited.	0.20	This is a Promoter group Company. Mr. Pranav Shankar Saboo, who is also promotor of KDDL Limited is holding majority (99.9%) of beneficial ownership interest directly in the entity.
		Swades Capital LLC.	2.89	Swades Capital LLC, a limited Liability Company and a promotor group entity is a Company incorporated under the laws of United States of America (USA). Mr. Jai Vardhan Saboo, is the managing member of this LLC and holds entire shareholding /beneficial interest of the entity.
		The allotment would not result in any change in the control or management of of the Company		
f	An undertaking that the issuer shall re-compute 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 and NSE 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 the BSE and NSE for more than six (6) months, the same is not applicable to the Company.		
h	Disclosure, similar to disclosures specified in Part G of the schedule VIII if the issuer or any of its promoters or directors is a wilful defaulter.	Not Applicable		
i	Relevant Date.	The Relevant Date shall be 7th October 2016.		
j	Pricing of the issue.	The Equity Shares and Zero Coupon Convertible Warrants shall be priced at Rs. 265/- per share/ Warrant as per agreed rates between proposed allottees and the Company ,which is higher than the price calculated as per regulation 76 of the SEBI (ICDR) Guidelines.		

k	Payment and conversion terms.	a) For Equity Shares- Full consideration shall be paid by the allottees before the time of allotment of such shares. b) For warrants- 25% of the price fixed per warrant before allotment and balance amount to be paid before conversion of warrants into equity shares i.e. 18 months from the date of allotment.
l	Auditors' Certificate.	A copy of the Auditors' certificate certifying the compliance with SEBI (ICDR) Regulations, 2009 will be placed before the shareholders at the time of meeting and will also be open for inspection at the Registered Office of the Company from 2.00 p.m. to 3.00 p.m. on any working day upto the date of the meeting.
m	Lock in.	The equity shares to be allotted on preferential basis shall be locked-in as prescribed in Regulation 78 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.
n	The total number of shares or other securities to be issued.	754716 Equity Shares of face value of Rs 10/- each and 377356 Warrants convertible into equal number of Equity Shares upon conversion (1 warrants will be converted into 1 Equity Share).
o	The class or classes of persons to whom the allotment is proposed to be made.	i) For Equity Shares- Non Promoter – Foreign body corporate ii) For Warrants - Promoters/promoters group.
p	The change in control, if any, in the company that would occur consequent to the preferential offer.	The allotment of Equity Shares would not result in any change in the control or management of the affairs of the Company or in the Board of Directors of the Company. However, there will be consequential change in the voting rights/ shareholding in the Company.
q	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.	Nil
r	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 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

Except allotte(s) Promoters, Promoter Directors, their associates and relatives, 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(s) are in the best interests of the Company and hence, recommends the special resolutions for the approval of the shareholders.

For item no. 3

The Board of Directors in its meeting held on 7-10-2016 recommended that the Company, may invest an amount of Rs 30 Crores in its subsidiary company for meeting its growth and expansion plans.

For enabling to invest an amount of Rs. 30. crores in share capital (Equity and/or Preference) of its subsidiary Company Ethos Limited, it is required to obtain the approval of the shareholders under the provisions of regulation 23(4) of SEBI(LODR) Regulations, 2015. Subsidiary Company, Ethos Limited is a related party to KDDL Limited under section 2(76)(viii) of the Companies Act, 2013.

Owing to the materiality of the transaction for investment of funds of the Holding Company in Subsidiary Company by way of subscription to its Share Capital, this contract/arrangement requires the approval of the members by way of special resolution.

The particulars of the contract/arrangement is as under:

1	**Name(s) of the related party:**	Ethos Limited.
2	**Name of the director or key managerial personnel who is related, if any**:	Mr. Yashovardhan Saboo Mr. Anil Khanna.
3	**Nature of relationship:**	Directors in both companies.
4	**Monetary Value:**	Estimated aggregate contract/arrangement value for the matter proposed in the Resolution will not exceed Rs 30 crores.
5	**Nature, material terms, monetary value and particulars of the contract or arrangement:**	This Investment is being made pursuant to Section 186 of the Companies Act, 2013 Investment of an amount stated in clause 4 above, for subscribing to the share capital of Ethos Limited will be at a valuation to be determined by a valuer as per provisions of the Companies Act, 2013, wherever applicable. This Investment is being made by the Company keeping in view the funds requirement of its subsidiary Company for meeting its long term growth and expansion plans.
6	**Any other information relevant or important for the members to take a decision on the proposed resolution:**	Nil

Mr.R.K.Saboo, Mr. Yashovardhan Saboo and Mr. Anil Khanna and their relatives are concerned and interested in this item in terms of The Companies Act, 2013 and SEBI(LODR) Regulations, 2015.

None of the other Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the aforesaid Resolution.

The Board of Directors of the Company believes that the aforesaid Investment in its subsidiary company is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

For item No. 4

Clause 81-A (3) (A) of the Articles of Association of the company provides that any change in the share capital of the material subsidiary, computed on a fully diluted and converted basis, including any change through the issuance of equity share or securities that may be convertible into equity shares of such material subsidiary shall not be undertaken without the prior approval of the members by way of special resolution. Since Ethos Limited which is a material subsidiary of the company , and also a related party as per Companies Act, 2013, plans to further create a new class of Preference Shares namely 15,00,000 12% Redeemable Non-Convertible Preference Shares having face value of Rs. 100 per share and Increase its' equity share capital from 1,30,50,000 (One crore thirty lacs fifty thousand only) Equity Shares of Rs 10 (Ten) each to 1,37,50,000 (One crore thirty seven lacs fifty thousand only) Equity Shares of Rs 10 (Ten) each, hence the approval of members for the same is required by way of special resolution.

Mr. R.K.Saboo, Mr.Yashovardhan Saboo and Mr. Anil Khanna are concerned and interested in the Special Resolution at Item No. 4 of the accompanying Notice.

None of the other Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the aforesaid Resolution.

The Board of Directors of the Company recommends the special resolution for the approval of the shareholders.

By order of the Board
For KDDL Limited

R.K.Sood
(Company Secretary)
FCS-3722

Dated:07-10-2016
Place : Chandigarh

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

KDDL Limited

(CIN : L33302HP1981PLC008123)
Regd. Office: Plot No. 3, Sector III, Parwanoo, Distt. Solan (H.P.)
Tel.: +91 172 2548223/24, Fax : +91 172 2548302,
Website:www.kddl.com email id: investor.complaints@kddl.com

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

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

1. Name : _____
   Address : _____
   E-mail Id : _____
   Signature : _____ , or failing him/her
2. Name : _____
   Address : _____
   E-mail Id : _____
   Signature : _____ , or failing him/her

As my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday the 8th day of November, 2016 at 11.30 A. M. at PHD House, PHD Chamber of Commerce and Industry, Sector 31, Chandigarh (160029) and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Further issue of Equity Shares through Preferential Offer.
2. Issue of Zero Coupon Convertible Warrants through Preferential Offer.
3. Approval of Material Related Party Transactions.
4. Approval of Change in Share Capital of Material Subsidiary, Ethos Limited.

Affix appropriate Revenue Stamp

Signed this _____day of _____ 2016

_____
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.**

ATTENDANCE SLIP
(To be presented at the entrance)

KDDL Limited

(CIN : L33302HP1981PLC008123)
Regd. Office: Plot No. 3, Sector III, Parwanoo, Distt. Solan (H.P.)
Tel.: +91 172 2548223/24, Fax : +91 172 2548302, website: www.kddl.com,
email id: investor.complaints@kddl.com

Folio No.:_____DP ID No.:_____ Client ID No.:_____No. of shares_____

Name of the Member _____

Name of the Proxy holder_____

I, hereby record my presence at the Extra-Ordinary General Meeting at 11.30 A.M. at PHD House, PHD Chamber of Commerce and Industry, Sector 31, Chandigarh (160029) on the 8th day of November, 2016.

_____
(Signature of Member/Proxy)