KDDL Limited

Kamla Centre, SCO 88-89, Sector 8-C, Chandigarh - 160 009, INDIA. Tel: +91 172 2548223/24, 2544378/79 Fax: +91 172 2548302, Website:www.kddl.com CIN-L33302HP1981PLC008123



Ref: KDDL/CS/2024-25/39

National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra, Mumbai - 400 051

Trading Symbol: KDDL Scrip Code: 532054

Subject: Submission of Public Announcement dated August 13, 2024 ("Public Announcement") for the buy-back of up to 2,37,837 equity shares of face value of INR 10 each ("Equity Shares") at a price of INR 3,700 by KDDL Limited (the "Company") for an amount not exceeding INR 88,00,00,000/- (Indian Rupees Eighty Eight Crores only) from the Eligible Shareholders of the Company via tender offer route, pursuant to the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the "Buyback Regulations") and the Companies Act 2013 (the "Companies Act"), each as amended (the "Buyback")

Date: 14th August, 2024

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400001

BSE Limited.

Dear Sir/ Madam,

This is in furtherance to our letter dated July 9, 2024 informing the outcome of the Board Meeting held on the same date that approved, *inter alia*, the Buyback of our Equity Shares from tender offer route subject to shareholders approval.

The Shareholders of the Company by way of a Special Resolution passed through postal ballot on August 12, 2024 have approved the Buyback.

In this connection, we wish to inform you that pursuant to Regulation 7 of the Buyback Regulations, the Company has published, the Public Announcement dated August 13, 2024 for the Buyback on August 14, 2024, in the newspapers mentioned below:

Name of the	Language	Editions
Newspaper		
Financial Express	English	All edition
Jansatta	Hindi	All editions
Dainik Savera	Hindi	Hindi edition (Hindi also being the regional language where the registered office of the Company is situated)

In this regard, we hereby submit the clipping of the Public Announcement that has been published in the aforesaid newspapers on August 14, 2024;

You are requested to kindly take the same on record.

Thanking you,

Yours truly

For KDDL Limited

Brahm Prakash Kumar Company Secretary

Registered Office: Plot 3, Sector III, Parwanoo - 173 220 (H.P.) INDIA.

FINANCIAL EXPRESS

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KDDL LIMITED

(CIN: L33302HP1981PLC008123)

Regd. Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan (H.P.) - 173220 Tel.: +91 172 2548223 / 24 Fax: +91 172 2548302

Website: www.kddl.com Email id: investor.complaints@kddl.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL : 3.5. OWNERS OF EQUITY SHARES OF KDDL LIMITED ("COMPANY"/ "KDDL") FOR THE BUYBACK : 3.6. OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS 4.

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of fully Paid-up Equity Shares (as defined below), having face value of 110 each, by KDDL Limited from the equity shareholders / beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 iii. and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including further amendments thereof.

OFFER TO BUYBACK UP TO 2,37,837 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹3,700 : The closing market price of the Equity Shares as on the Intimation Date was ₹3,106.85 and ₹3,102.70 on BSE (RUPEES THREE THOUSAND SEVEN HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL 4.3. USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

 The Board of Directors (hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) of KDDL Limited (the "Company"), at its meeting held on Tuesday, July 9, 2024 ("Board Meeting") have, subject to approval of shareholders of the company by way of the special resolution through postal ballot and statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) fully paid-up equity shares having a face value of ₹10 (Rupees Ten Only) each ("Maximum Buyback Shares"), representing up to 1.90% of the total number of Equity Shares in the paid-up equity share capital of the Company as on March 31, 2024, at a price of 3,700/- (Rupees Three Thousand Seven Hundred only) per Equity Share

("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹88,00,00,000 (Rupees Eighty Eight Crores only) ("Buyback Size"), representing 22.35% and 12.06% of the aggregate of the total paid up equity share capital and free reserves (including Securities Premium Account) of the 3 Company, based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (the "Buyback") (being the latest audited standalone financial statements and audited consolidated financial statements available at the Board Meeting) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"), from all the equity shareholders/beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company as on Tuesday, August 27, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act / "Act"), the relevant rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management and Administration Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

1.2. The Buyback size represents 22.35% and 12.06% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively. In accordance with Section 68(2)(b) of the Act and pursuant to the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, the Board had sought the approval of the shareholders of the Company by way of a special resolution since the Buyback Size is more than 10% of the total paid-up equity share capital and free reserves of the Company. The shareholders of the Company approved the Buyback, by way of special resolution, through postal ballot, pursuant to the postal ballot notice dated July 9, 2024 (hereinafter referred to as the "Notice", which expression includes the explanatory statement laying out the terms and conditions with respect to the Buyback), the results of which were announced on Tuesday, August 13, 2024.

1.3. The Buyback is pursuant to Article 12C of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act including the Share Capital Rules, the Management and Administration Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the SEBI Buyback Regulations read with SEBI circulars or notifications, as may be applicable, including any amendment thereof,

1.4. The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to the Securities and Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges")

1.5. The Buyback Size is within 25% of the aggregate of paid-up capital and free reserves (including Securities Premium Account) of the Company as per the latest audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, (i.e. the latest audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback), whichever sets the lower amount in accordance with the provisions of the Act. The Buyback size represents 22.35% and 12.06% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, and is within the statutory limits of 25% of the aggregate of the total paid-up capital and free reserves of the Company, based on the standalone financial statements of the Company, as per the applicable provisions of the Companies Act, and Buyback Regulations and represents 1.90% of the total number of equity shares in the paid-up capital of the Company as per its latest audited financial statements as on March 31, 2024.

1.6. The Equity Shares of the Company are listed on the Stock Exchanges. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders"/ Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars.

1.7. In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback In this regard, Promoters and members of the Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law.

1.8. The Buyback will not result in any benefit to the Promoters and members of the Promoter Group persons in control of the Company or any Director of the Company except to the extent of the cash consideration that may be received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their respective shareholding as per the response received in the Buyback, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would be subject to the condition of maintaining minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the voting rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback wil not result in any change in control over the Company.

 Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax obligation is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The transaction of the Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by the Non-Resident eligible shareholders ma trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Board of Directors of the Company may, till one (1) working day prior to the record date i.e., Tuesday, August 27, 2024, increase the buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.

1.11. A copy of this Public Announcement is available on the Company's website i.e. https://www.kddl.com, Manager to the Buyback Offer's website i.e., www.iticapital.in and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback.

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback is being undertaken for the following reasons: The Buyback will help the Company to return surplus cash to its members;

The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase

The Buyback gives an option to the members of the Company, either to sell their Equity Shares and

receive cash or not to sell their Equity Shares and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment

MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM

WHICH BUYBACK WILL BE FINANCED 3.1. The maximum amount required for Buyback will not exceed ₹88,00,00,000 (Rupees Eighty Eight

Crores Only) excluding Transaction Costs.

3.2. The Buyback Size represents 22.35% and 12.06% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company based on the audited standalone financial statements and audited consolidated financial statements of the company as at March 31, 2024, respectively (being the latest standalone and consolidated audited financial statements available at the Board Meeting date). The Buyback Size does not exceed 25% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the audited financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013.

3.3. The funds for the implementation of the Buyback will be sourced out of free reserves and/or such other source as may be permitted by the Buyback Regulations or the Companies Act.

3.4. The Company shall transfer from its free reserves and/or such other source as may be permitted by law, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹3,700/- (Rupees

Three Thousand Seven Hundred only) per Equity Share. The Buyback Price has been arrived at, after considering various factors but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges"), i.e. the stock exchanges where the Equity Shares are listed. 4.2. The Buyback Offer Price represents:

premium of 29.52% and 29.64% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months preceding, July 4, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date");

premium of 15.77% and 15.47% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and premium of 16.03% and 16.14% over the closing price of the Equity Share on BSE and NSE,

respectively, as on the Intimation Date; and and NSE, respectively

As required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) (a) of Buyback OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves based on both standalone and consolidated financial statements of the Company as on March 31, 2024 after the Buyback

> In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till one working day prior to the Record Date (as defined below), increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Fully Paid Up Equity Shares of face value of ₹10/- (Rupees Ten only), representing 1.90% of the total number of Equity Shares in the paid-up equity capital of the Company as per the latest audited standalone financial statement as on March 31, 2024.

DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND TRANSACTION DETAILS The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter

and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of KDDL and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024, are as follows: Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who

are in control of the Company as on the date of Board Meeting and the Postal Ballot Notice i.e Tuesday, July 9, 2024:

Sr. Name of the Shareholders

Name of the Shareholders

Number of % of paid-up equity share

% of paid-up equity share

No	Name of the Shareholders	Equity Shares held	capital as on the date of the Board Meeting and the Postal Ballot Notice i.e. Tuesday, July 9, 2024
	Promo	ters	
1)	Rajendra Kumar Saboo	1,591	0.01
2)	Yashovardhan Saboo	22,14,664	17.66
	Members of Pro	moter Group	0.000
3)	Rajendra Kumar Saboo (TCMK HUF)	77,820	0.62
4)	Anuradha Saboo	4,66,438	3.72
5)	Usha Devi Saboo	100	0.00
6)	Satvika Saboo	1,68,909	1.35
7)	Pranav Shankar Saboo	8,16,632	6.51
8)	Yashovardhan Saboo (HUF)	- 8	
9)	Vardhan Properties And Investment Private Limited	38,153	0.30
10)	Dream Digital Technology Private Limited	29,415	0.23
11)	Usha Devi Saboo (UDS JS Family Trust)	1,69,800	1.35
12)	Rajendra Kumar Saboo (RKS JS Family Trust)	14,16,683	11.30
13)	Rajendra Kumar Saboo (ASP Saboo Family Trust)	5,05,001	4.03
14)	Saboo Ventures LLP	65,915	0.53
15)	Asha Devi Saboo (Veena Kanoria Family Trust)	1	
16)	Swades Capital LLC	3,24,150	2.59
17)	Total	62,95,271	50.21

No capital as on the date of the Equity Shares Board Meeting and the Postal Ballot Notice held i.e., Tuesday, July 9, 2024 Vardhan Properties and Investment Private Limited Rajendra Kumar Saboo Director 1.591 0.01 (in his individual capacity) 0.00 Pawan Kumar Goyal Director Pranav Shankar Saboo Director 8,16,632 6.51 (in his individual capacity) Dream Digital Technology Private Limited

No. of

Designation

8,16,632 6.51 Pranav Shankar Saboo Director (in his individual capacity) Malvika Saboo Nil Nil Director (iii) Aggregate Shareholding of the Directors of the Company ("Directors") and Key Managerial

Personnel ("KMPs") of the Company as on the date of Board Meeting and the Postal Ballot Notice ile Tuesday July 9 2024:

Sr. No	Name of the Shareholders	Designation	No. of Equity Shares	% of paid-up equity share capital as on the date of the Board Meeting and the held Postal Ballot Notice i.e., Tuesday, July 9, 2024
1)	Yashovardhan Saboo	Chairman and Managing Director	22,14,664	17.66
2)	Sanjeev Kumar Whole time Director and CFO Masown		Nil	Ni
3)	Anil Khanna*	Non -Executive Independent Director	1,700	0.01
4)	Sanjiv Sachar	Non -Executive Independent Director	1,521	0.01
5)	Jai Vardhan Saboo	Non-Executive and Non-Independent Director	Nil	Ni
6)	Anuradha Saboo	Non-Executive and Non-Independent Director	4,66,438	3.72
7)	Praveen Gupta	Non-Executive Independent Director	Nil	Ni
8)	Nagarajan Subramanian	Non-Executive Independent Director	40	0.00
9)	Ranjana Agarwal*	Non-Executive Independent Director	Nil	Ni
10)	Neelima Tripathi	Non-Executive Independent Director	Nil	Ni
11)	Brahm Prakash Company Secretary and Kumar Compliance Officer		2,261	0.02
	Total		26,86,624	21.43

*Ceased to be Director w.e.f 6th August, 2024

6.2. Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter Group, persons in control, Directors of companies which are forming part of the Promoter/ Promoter Group of KDDL and Directors and KMPs of the Company during a period of six months preceding the date of the Board Meeting till the date of Postal Ballot Notice i.e., Tuesday, July 9, 2024:

Aggregate number of equity shares purchased or sold by the Promoter and members of the

Sr. No.	Name of the Shareholder	Aggregate Number of equity shares acquired/(Sold)	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price
1)	Yashovardhan Saboo	2,309	*Off market inter se acquisition	NA	NA	NA	NA
2)	Pranav Shankar Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
3)	Satvika Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
4)	Anuradha Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
5)	Yashovardhan Saboo (HUF)	(55,052)	**Off market inter se transfer	NA	NA	NA	NA

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

(HUF) pursuant to its dissolution Other than as mentioned below no equity shares of KDDL were purchased or sold by the

Directors of companies, which form part of the Promoters/Promoter Group:

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Date of Minimum Date of Name of the Nature of Maximum Aggregate Price (?) Shareholder Maximum | Price(₹) Number of Transaction Minimum equity shares Price Price acquired/(Sold) Pranav Shankar 17,581 NA NA NA *Off market inter NA Saboo se acquisition

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

(iii) Other than as mention below no equity shares were purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of the Company:

Sr. No.	Name of the Shareholder			Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price	
1)	Yashovardhan 2,309 Saboo		*Off market inter se acquisition	NA	NA		NA	
2)	Anuradha Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA	

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK-

7.1. In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law.

7.2. The date, price and other details of the Equity Shares held by the promoters /members of the promoter group who are intending to tender their Equity Shares in the Buyback are set forth below:

(i) Rajendra Kumar Saboo Sr Date of Nature of Face No of Equity Consideration Jesus price / Cumulative

Sr. No.	Date of Acquisition on/sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	353	(28)	3.5	5,93,902
2)	27.05.2009	Off market Purchase	10	15,000	Cash	12.00	6,08,902
3)	01.04.2010	Recd, on account of Family Settlement	10	1,47,210	Other than Cash	9.81	7,56,112
4)	01.04.2010	Recd. on account of Family Settlement	10	3,92,496	Other than Cash	0.43	11,48,608
5)	15.04.2010	Gift	10	(500)	Other than Cash	9. 5 3	11,48,108
6)	05.07.2010	Gift	10	60,000	Other than Cash	7.5	12,08,108
7)	03.02.2011	Conversion of Zero coupon Convertible warrants	10	2,65,500	Cash	41.00	14,73,608
8)	26.09.2011	Market Purchase	10	1	Cash	130.00	14,73,609
9)	27.09.2011	Market Purchase	10	2,000	Cash	129.58	14,75,609
10)	03.10.2011	Market Purchase	10	1,999	Cash	130.00	14,77,608
11)	17.11.2011	Market Purchase	10	1,703	Cash	129.00	14,79,311
12)	18.11.2011	Market Purchase	10	1,451	Cash	129.75	14,80,762
13)	23.11.2011	Market Purchase	10	646	Cash	128.00	14,81,408
14)	24.11.2011	Market Purchase	10	200	Cash	128.38	14,81,608
15)	29.11.2011	Market Purchase	10	1,532	Cash	128.98	14,83,140
16)	28.03.2012	Conversion of Zero coupon Convertible warrants	10	2,54,500	Cash	41.00	17,37,640
17)	30.04.2012	Conversion of Zero coupon Convertible warrants	10	1,00,000	Cash	41.00	18,37,640
18)	26.08.2015	Market Purchase	10	3,900	Cash	252.00	18,41,540
19)	12.06.2018	Gift	10	(1,09,500)	Other than Cash	77211	17,32,040
20)	12.03.2020	Market Purchase	10	500	Cash	227.64	17,32,540
21)	12.03.2020	Market Purchase	10	476	Cash	228.47	17,33,016
22)	13.03.2020	Market Purchase	1000000	500	Cash	219.00	17,33,516
23)	13.03.2020	Market Purchase		100	Cash	218.50	17,33,616
24)	13.03.2020	Market Purchase	220133	56	Cash	229.61	17,33,672
25)	29.01.2021	Gift	10	(1,92,822)	Other than Cash	745	15,40,850
26)	31.03.2021	Off Market Inter se acquisition (on account of HUF Dissolution)	10	30,800	Other than Cash	828	15,71,650
27)	17.05.2021	Right Shares Allotment	10	3,35,000	Cash	230.00	19,06,650
28)	30.03.2022	**Off Market Inter se transfer	10	(14,00,058)	Other than Cash	9981	5,06,592
29)	05.04.2022	**Off Market Inter se transfer	10	(5,05,001)	Other than Cash	•	1,591

(ii)	Yashovardh	an Saboo					
Sr. No.	/ sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10			1001	10,88,405
2)	17.03.2007	Preferential Allotment of Equity Shares	10	1,25,114	Cash	57.00	12,13,519
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	96,800	Cash	57.00	13,10,319
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	72,471	Cash	57.00	13,82,790
5)	21.05.2009	Off market purchase	10	15,000	Cash	12.00	13,97,790
6)	05.07.2011	Off market Inter se acquisition (on account of Family Settlement)	10	41,000	Other than Cash		14,38,790
7)	31.03.2013	Off market purchase (Inter se)	10	33,182	Cash	120.00	14,71,972
8)	26.08.2015	Market Purchase	10	3,900	Cash	249.99	14,75,872
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	22,641	Cash	265.00	14,98,513
10)	08.10.2018	Market Purchase	10	2,925	Cash	418.94	15,01,438
11)	09.10.2018	Market Purchase	10	1,117	Cash	423.85	15,02,555
12)	09.10.2018	Market Purchase	10	906	Cash	424.96	15,03,461
13)	10.10.2018	Market Purchase	10	3,602	Cash	420.79	15,07,063
14)	10.10.2018	Market Purchase	10	1,450	Cash	424.98	15,08,513
15)	06.09.2019	Gift	10	(2,32,600)	Other than Cash		12,75,913
16)	12.03.2020	Market Purchase	10	1,000	Cash	223.51	12,76,913
17)	12.03.2020	Market Purchase	10	1,000	Cash	221.13	12,77,913
18)	18.03.2020	Market Purchase	10	1,098	Cash	149.35	12,79,011
19)	18.03.2020	Market Purchase	10	10,000	Cash	150.00	12,89,011
20)	18.03.2020	Market Purchase	10	754	Cash	150.00	12,89,765
21)	18.03.2020	Market Purchase	10	274	Cash	150.00	12,90,039
22)	29.01.2021	Gift	10	1,92,822	Other than Cash	3.00	14,82,861
23)	29.01.2021	Gift	10	2,81,380	Other than Cash	8.00	17,64,241
24)	17.05,2021	Right Shares Allotment	10	1,88,000	Cash	230.00	19,52,241
25)	25.08.2022	Market Purchase	10	2,37,457	Cash	849.96	21,89,698
26)	11.11.2022	Market Purchase	10	20,000	Cash	997.00	22,09,698

Purchase

Market

Purchase

Off Market

Inter se

acquisition

(on account of

partition of HUF)

10

10

2.657

2,309

"Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

921.52

Cash

Other

than

Cash

22,12,355

22,14,664

14.11.2022

28) 01-03-2024

**Shares were transferred through off market Inter Se Transfer to members of Yashovardhan Saboo

FINANCIAL EXPRESS

25

(iii) Sr. No.	Date of Acquisition / sale	nar Saboo (TC Nature of Transaction		No. of Equity	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	31.03.2001	Opening Balance*	10	69,820	Cash	14.03	69,820
2)	17-05-2021	Right Shares Allotment	10	8,000	Cash	230.00	77,820
shar (iv)		n filed by the Co aboo	mpany	on BSE Limited	the balance as o		
Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired /(sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	1 a 1	1983	1953	2,18,050
1.7							

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired /(sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	S 5 1	181	1953	2,18,050
2)	17.03.2007	Preferential Allotment of Equity Shares	10	25,065	Cash	57.00	2,43,115
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	19,000	Cash	57.00	2,62,115
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,912	Cash	57.00	2,77,027
5)	28.05.2009	Off Market Purchase	10	15,000	Cash	12.00	2,92,027
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	38,500	Cash	41.00	3,30,527
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	51,500	Cash	41.00	3,82,027
8)	13.11.2013	Market Purchase	10	1,000	Cash	85.50	3,83,027
9)	14.11.2013	Market Purchase	-	1,000	Cash	81.25	3,84,027
10)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	52,830	Cash	265.00	4,36,857
11) 12)	25.08.2022	Market Purchase	10	12,000	Cash	848.47	4,48,857
12)	01.03.2024	Off Market Inter se transfer (on account of partition of HUF)	10	5,531	Other than Cash		4,54,388
13)	04.03.2024	Off Market Inter se transfer (on account of partition of HUF)	10	12,050	Other than Cash	1120	4,66,438

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown (v) Usha Devi Saboo

1000		
Sr.	Date of	Natu
No.	Date of Acquisition	Trans

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	2 8 2			1,71,380
2)	26.05.2009	Off Market Purchase	10	15,000	Cash	12.00	1,86,380
3)	01.04.2010	Recd. on account of Family Settlement	10	1,69,800	Other than Cash	23.59	3,56,180
4)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	40,500	Cash	41.00	3,96,680
5)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	54,500	Cash	41.00	4,51,180
6)	29.01.2021	Gift	10	(95,000)	Other than Cash	81	3,56,180
7)	29.01.2021	Gift	10	(1,86,380)	Other than Cash	8	1,69,800
8)	30.03.2022	**Off Market Inter se transfer	10	(1,69,800)	Other than Cash		35 2225
9)	21.11.2022	Market Purchase	10	100	Cash	941.75	100

**Pursuant to SEBI Exemption order dated March 28, 2022.

(vi)	Satvika Sab						
Sr. No.	Date of Acquisition / sale	Nature of Transaction	Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	
1)	01.04.2001	*Opening	10	7/27	1(2)	- 14	79,305
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,116	Cash	57.00	88,421
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	6,700	Cash	57.00	95,121
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	5,607	Cash	57.00	1,00,728
5)	05.07.2010	Gift	10	10,000	Other than Cash		1,10,728
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,000	Cash	41.00	1,21,728
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,000	Cash	41.00	1,35,728
8)	17.05.2021	Right Shares Allotment	10	15,600	Other	230.00	1,51,328
9)	01.03.2024	Off Market Inter se acquisition (on account of partition of HUF)	10	17,581	Other	97.47	1,68,909

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	-			1,10,120
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	12,658	Cash	57	1,22,778
3)	27.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,500	Cash	57	1,32,278
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,626	Cash	57	1,39,904
5)	26.05.2009	Offmarketpurchase	10	15,000	Cash	12	1,54,904
6)	05.07.2010	Gift	10	10,000	Other than Cash		1,64,904
7)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	21,000	Cash	41	1,85,904
8)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	29,000	cash	41	2,14,904
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,547	Cash	265	2,22,451
10)	12.06.2018	Gift	10	1,09,500	Other than Cash	£	3,31,951
11)	06.09,2019	Gift	10	2,32,600	Other than Cash	87	5,64,551
12)	06.09.2019		10	1,16,300	Other than Cash	55	6,80,851
13)	17.05.2021	Right Shares Allotment	10	1,30,000	Cash	2	8,10,851
14)	22.11.2021	Market Sale (Inter se transfer)	10	(5,000)	Cash	632	8,05,851
15)	22.11.2021	Market Sale (Inter se transfer)	10	(6,800)	Cash	636	7,99,051
16)	31.12.2023	Off Market Inter se acquisition (on account of partition of HUF)	10	17,581	Other than Cash	*1	8,16,632

(viii) Yashovardhan Saboo (HUF)

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	Opening*	10	8	- 3		10,750
2)	17.03,2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,236	Cash	57	11,986
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,000	Cash	57	12,986
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	672	Cash	57	13,658
5)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	8,500	Cash	41	22,158
6)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,500	Cash	41	33,658
7)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15,094	Cash	265	48,752
8)	17.05.2021	Right Shares Allotment	10	6,300	Cash	230	55,052
9)	01.03.2024	Off Market Inter se transfer on account of partition of HUF	10	(43,002)	Other than Cash	202	12,050
10)	04.03.2024	Off Market Inter se transfer on account of partition of HUF	10	(12,050)	Other than Cash	, ,	

(ix) Vardhan Properties and Investment Private Limited

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	50	*Balance as on 30-09-2010		33,183	- T		33,183
2)	29.03.2013	Market Sale	10	33,182	Cash	120	1
3)	26.11.2013	Market Purchase	10	2,500	Cash	81	2,501
4)	27.11.2013	Market Purchase	10	5,000	Cash	41	7,501
5)	16.12.2013	Market Purchase	10	1,500	Cash	136	9,001
6)	16.03.2020	Market Purchase	10	950	Cash	214	9,951
7)	10.09.2020	Market Purchase	10	2,652	Cash	146	12,603
8)	11.09.2020	Market Purchase	10	6,700	Cash	150	19,303
9)	14.09.2020	Market Purchase	10	12,600	Cash	157	31,903
10)	17.05.2021	Right Shares Allotment	10	4,100	Cash	230	36,003
11)	16.06.2023	Market Purchase	10	2,150	Cash	1,385	38,153

shareholding pattern filed by the Company on BSE Limited

(x) Dream Digital Technology Private Limited

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	03-12-2013	Market Purchase	10	5000	Cash	80.030	5000
2)	04-12-2013	Market Purchase	10	2000	Cash	76.071	7000
3)	16-12-2013	Market Purchase	10	2000	Cash	71.661	9000
4)	25-08-2015	Market Purchase	10	2000	Cash	254.85	11000
5)	22-12-2015	Market Sale	10	(2800)	Cash	342.57	8200
6)	10-03-2016	Market Sale	10	(500)	Cash	205.32	7700
7)	23-03-2016	Market Sale	10	(391)	Cash	203.83	7309
8)	23-10-2018	Market Purchase	10	1000	Cash	402.36	8309
9)	24-10-2018	Market Purchase	10	2	Cash	402.36	8311
10)	15-03-2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15s094	Cash	265.00	23405
11)	24-06-2019	Market Sale	10	(1)	Cash	428.97	23404
12)	28-06-2019	Market sale	10	(999)	Cash	428.54	22405
13)	19-08-2019	Market Sale	10	(1000)	Cash	313.93	21405
14)	20-08-2019	Market Sale	10	(2150)	Cash	309.27	19255
15)	15-02-2021	Market Sale	10	(36400	Cash	270.11	15615
16)	17-05-2021	Right Shares Allotment	10	2000	Cash	230.00	17615
17)	22-11-2021	Market Purchase (Inter se acquisition)	10	11800	Cash	636.56	29415

(xi)	Usha Devi Saboo (UDS JS Family Trust)	

	Date of Acquisition / sale	THE RESERVE OF THE PROPERTY OF	Face Value (₹)	INVESTIGATION OF THE PROPERTY	Consideration	Issue price / transfer price per Equity share in INR	DESCRIPTION AND PROPERTY.
1)	30-03-2022	Off Market Inter se transfer*	10	169800	Other than Cash		1,69,800

*Pursuant to SEBI Exemption Order dated March 28, 2022

	Date of Acquisition / sale		Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	
1)	30-03-2022	Off Market Inter se transfer*	10	14,00,058	NA	\$	14,00,058
2)	17-03-2023	Market Purchase	10	2,339	cash	1,037.22	14,02,397
3)	20-03-2023	Market Purchase	10	9,786	cash	1,029.10	14,12,183
4)	23-03-2023	Market Purchase	10	4,500	cash	1,078.23	14,16,683

(xiii) Rajendra Ku	ımar Saboo (AS	P Sabo	o Family Trus	t)		
197000	Date of Acquisition / sale		Face Value (₹)	SCHOOL SECTION AND ADDRESS OF THE PARTY OF T	Consideration	Issue price / transfer price per Equity share in INR	
1)	05-04-2022	Off Market Inter se transfer*	10	5,05,001	NA	*	5,05,001

*Pursuant to SEBI Exemption Order dated March 28, 2022

(xiv) Saboo Venture LLP

(xvi) Swades Capital LLC

	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	
1)	29-12-2021	Market Purchase	10	10,038	Cash	831	10,038
2)	20-09-2022	Market Purchase	10	32,802	Cash	905	42,840
3)	24-02-2023	Market Purchase	10	10,000	Cash	1,085	52,840
4)	29.05.2023	Market Purchase	10	10,925	Cash	1,090	63,765
5)	09.06.2023	Market Purchase	10	2,150	Cash	1,391	65,915

15000	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	COCCASION STREET, STRE	Consideration	Issue price / transfer price per Equity share in INR	SERVICE STREET, STREET
1)	18-08-2022	Off Market Inter se Transfer	10	20,925	Cash	347	20,925
2)	24.02.2023	Market Sale	10	(10,000)	Cash	1,078	10,925
3)	29.05.2023	Market Sale	10	(10,925)	Cash	1,084	0

			Allounent						1000		TATELY STATE OF THE STATE OF TH					
	14)	22.11.2021	Market Sale (Inter se transfer)	10	(5,000)	Cash	632	8,05,851		Date of Acquisition	Nature of Transaction	Value	Shares	Consideration	transfer price	Cumulative holding
	15)	22.11.2021	Market Sale (Inter se transfer)	10	(6,800)	Cash	636	7,99,051		/ sale		(₹)	acquired/ (sold)		per Equity share in INR	
	16)	31.12.2023	Off Market Interse acquisition (on account of partition of HUF)	10	17,581	Other than Cash	8	8,16,632	1)	01-09-2011 15.06.2018	Purchases* Preferential Allotment	10	60,000 2,64,150	Cash Cash	265	60,000 3,24,150
1	*Sin	ce data prior	to 2001 is not available t	to the fu	Ill extent, the	balance as on 01.0	4.2001 has b	been shown	*Da	te, nature of tra	ansaction and p	riçe is n	ot available	52=31/W3 W =3		F

NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

9.1. immediately following the Board Meeting, being July 9, 2024 ("Board Resolution") and the date on which the results of shareholders' resolution passed by way of postal ballot are declared ("Postal Ballot Resolution") approving Buyback offer, there will be no grounds on which the Company can be found unable to pay its debts;

9.2. as regards the Company's prospects for the year immediately following the Board Meeting date as well as the Postal Ballot Resolution and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Resolution; and

9.3. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act 2013, the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

10.1. All the equity shares for Buyback are fully paid-up;

to the provisions of the Companies Act, as on date:

10.2. The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options /outstanding instruments into Equity Shares from the date of the Postal Ballot Resolution till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback; unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other

regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed

under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations; 10.4. the Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under

Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares; 10.5. the Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to effect

Buyback; 10.6. the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;

10.7. the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

the consideration for the Buyback shall be paid by the Company only in cash;

10.9. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback; 10.10. there are no defaults (either in the past or subsisting) in the repayment of deposits or interest

thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be, and in case of defaults which have ceased to subsist, if any, a period of more than three years has lapsed: 10.11, the Company shall not make any offer of buyback within a period of one year reckoned from the

date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback; 10.12, there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant

10.13. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations;

10.14, the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the stock exchanges;

10.15, the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies; and

10.16, the Company will obtain the prior consent of its lenders, if necessary, for undertaking the 10.17. the Company has not undertaken a buyback of any of its securities during the period of one year

immediately preceding the date of the Board Meeting; 11. REPORT BY THE COMPANY'S STATUTORY AUDITORS

The text of the report dated July 9, 2024 of S.R. Batliboi & CO. LLP, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements

of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended The Board of Directors **KDDL** Limited

Kamla Centre SCO: 88-89, Sector 8-C.

Chandigarh, 160009

India This Report is issued in accordance with the terms of our service scope letter engagement

letter/agreement dated July 02, 2024 and master engagement agreement dated October 21, 2019 and its addendum dated December 20, 2019 with KDDL Limited (hereinafter the "Company"). The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of Securities

and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on July 09, 2024. The proposal for buy back is subject to the approval of the shareholders of the Company. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for the proposed buyback of the equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility Whether we have inquired into the state of affairs of the Company in relation to its audited
- standalone and consolidated financial statements for year ended March 31, 2024.
- Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
- Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.
- The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 14, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information. and Other Assurance and Related Services Engagements.
- 9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2024.
 - ii) Read the Articles of Association of the Company and noted the permissibility of buyback; iii) Traced the amounts of paid up equity share capital. Securities premium account, General reserve. Retained earnings. Exchange differences on transaction of foreign operations
 - audited standalone and consolidated financial statements for the year ended March 31, 2024. iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buyback was approved and compared the buy-back amount with the permissible limit computed in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement;

and Change in proportion of non-controlling interest as mentioned in Statement from the

- v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buyback was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from that date.
- vi) Obtained necessary representations from the management of the Company.

FINANCIAL EXPRESS

Opinion

Based on our examination as above, and the information and explanations given to us, we

- (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
- The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
- (iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. Restriction on Use

The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company and (c) in the letter of offer to be submitted with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited, the Central Depository Securities (India) Limited and shareholders of the Company and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & CO. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Anil Gupta Partner

Membership Number: 87921 UDIN: 24087921BKAQEA5848 Place of Signature: New Delhi

Date: July 09 2024

ANNEXURE - Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2024.

Particulars	Standalone	Consolidated
Paid up Equity Share Capital - Equity shares of Rs. 10 each fully paid up	1,253.71	1,253.71
B. Free Reserves*		
- Securities Premium Account	9,698.73	62,038.11
- General Reserve	2,776.20	2,776.20
- Retained Earnings	25,650.61	12,889.45
- Changes in proportion of non-controlling interest		(5,866.06)
- Exchange differences on translation of foreign operations		(92.82)
Total Free Reserves	38,125.54	71,744.88
Total of Paid up Equity Share Capital and Free Reserves (A+B)	39,379.25	72,998.59
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the Total of Paid up Equity Share Capital and Free Reserves)	9,844.81	18,249.65
Amount approved by the Board of Directors for buy-back in the meeting held on July 09, 2024	8	3,800
* Eros Donnes as defined in Section 2(42) of the Companies Act	2012 sood along u	an Francisco

Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation I provided in Section 68 of the Companies Act, 2013, as amended

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including in the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from

For and on behalf of KDDL Limited

Yashovardhan Saboo

Chairman and Managing Director DIN: 00012158

Date: July 09, 2024

Place: Chandigarh Unquote

RECORD DATE AND SHAREHOLDER ENTITLEMENT

As required under the SEBI Buyback Regulations, the Company has fixed Tuesday, August 27 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

12.3. The Equity Shares to be bought back as a part of the Buyback is divided in two categories: (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI

- Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹2,00,000 (Indian Rupees Two Lakh Only); and
- (ii) General category for all other shareholders.
- In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" 12.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of
- each Eligible Shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each share holder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- 12.6. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs : and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of 🗄 "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category
- Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other shareholders, if any, If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 12.9. The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under SEBI Circulars.
- The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the Eligible Shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company /Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to

receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically. For all the remaining Eligible Shareholders who do not have their email IDs registered with the Company/ Registrar and transfer agent/ depository, the Letter of Offer along with tender form will be sent physically.

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 13.1. The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e. the shareholders who on the Record Date were holding Equity Shares in physical form ("Physical Shares") and / or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") 13.2. The Buyback will be implemented using the "Mechanism for acquisition of shares through
- Stock Exchange" issued by as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed Antique Stock Broking Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

(Amount in Rs. Lakhs)

Antique Stock Broking Limited ITI House, 36, Dr. R.K. Shirodkar Marg.

Parel, Mumbai 400 012

Tel.: +91 022 69113314

Contact person: Jignesh Sangani Email ID: jignesh@antiquelimited.com Website: www.antiquelimited.com

SEBI Registration No. INZ000001131 CIN: U65100GJ2016PLC094531

 Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges. to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchanges from time to time. For the purpose of Buyback, BSE has been appointed as the 'Designated Stock Exchange'. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE/NSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Antique Stock Broking Limited to place their bids, subject to completion of 'Know your Customer' requirements as required by the Company's Broker,

13.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares. will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.

 The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible

13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of changes in the demat account in which Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation by the Registrar

13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period. 13.10. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint

Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. 13.11. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback

locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable

13.12. Procedure to be followed by shareholders holding Demat Shares:

- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under th Buyback.
- The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE/NSE. For, further details, Eligible Shareholders may refer to the circulars issued by BSE, NSE, Indian Clearing Corporation Limited and NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) ("Clearing Corporation")
- The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in the issue opening circular that wil be issued by the Designated Stock Exchange or the Clearing Corporation.
- The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Nationa Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to the Clearing Corporation. In case, the demat account of the Eliqible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period, Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked i the
- Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No. Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on the Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialised Equity Shares, submission the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due t rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active an updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system due to any issue, then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will

be refunded to the respective custodia depository pool account. Procedure to be followed by the shareholders holding Physical Shares:

- In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/ P/ 2020/144), shareholders holding securities in physical form are allowed to tender shares in Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such : 17. documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/FormSH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization(including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.
- Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Stock Exchanges. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder, TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar within 2(two) days of bidding by the Shareholder Broker and the same should reach on or before the Buyback closing date. The envelope should be superscribed as "KDDL Limited- Buyback 2024". One copy of the TRS will be retained by Registrar to the Buy back and it will provide acknowledgement of the same to the Shareholder Broker / Eligible Shareholder.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, Stock Exchanges shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as confirmed bids.

- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any,
- 13.15. The reporting requirements for non-resident shareholders under RBI. Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholders Broker through which the Eligible Shareholder places the bid

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay outto the respective Eligible Shareholders. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI") bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement bank account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation
- In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges
- The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC")in accordance with SEBI Circular No.SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares.
- The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations

COMPLIANCE OFFICER

Website

The Company has appointed Mr. Brahm Prakash Kumar as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Mr. Brahm Prakash Kumar-Company Secretary and Compliance Officer Membership No: **KDDL Limited**

L33302HP1981PLC008123 Kamla Centre, SCO 88-89. Address Sector - 8C, Chandigarh - 160 009; Tel. No. +91 172 2548223: Email ID investor.complaints@kddl.com

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK In case of any query, the shareholders may also contact Mas Services Limited, the Registrar and

www.kddl.com

Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5.30 p.m. (IST) at the following address: Name Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Address Phase - II. New Delhi - 110 020 011-26387281/82/83.41320335 Tel. 011-26387384 Fax Email ID investor@masserv.com Investor Grievance Email ID investor@masserv.com Website www.masserv.com Contact Person N. C. Pal SEBI Registration No. INR000000049 Validity Period Permanent U74899DL1973PLC006950

MANAGER TO THE BUYBACK

CAPITAL LIMITED Name ITI Capital Limited ITI House 36, Dr. R. K. Address Shirodkar Marg, Parel, Mumbai - 400 012 +91 22 6911 3300/6911 3371 Tel. Fax +91 22 6911 3389 Email kddlbuyback2024@iticapital.in Website www.iticapital.in **SEBI** Registration INM000010924 Validity Period Permanent U74140MH1999PLC122493

DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated August 13, 2024.

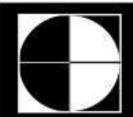
For and on behalf of the Board of Directors of KDDL Limited

Name: Yashovardhan Saboo Name: Sanjeev Kumar Masown Name: Brahm Prakash Kumar Designation: Designation: Chairman & Managing Director Whole time Director & CFO DIN: 00012158 DIN: 03542390

Designation: Company Secretary & Compliance Officer ICSI Membership Number: 7519

Date : August 13, 2024 Place : Chandigarh

tinancialexp.epapr.in



KDDL LIMITED

(CIN: L33302HP1981PLC008123) Regd. Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan (H.P.) - 173220

Tel.: +91 172 2548223 / 24 Fax: +91 172 2548302

Website: www.kddl.com Email id: investor.complaints@kddl.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL: 3.5. OWNERS OF EQUITY SHARES OF KDDL LIMITED ("COMPANY"/ "KDDL") FOR THE BUYBACK : 3.6. OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of fully Paid-up Equity Shares (as defined below), having face value of 10 each, by KDDL Limited from the equity shareholders / beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 ii. and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including further amendments thereof.

OFFER TO BUYBACK UP TO 2,37,837 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹3,700 The closing market price of the Equity Shares as on the Intimation Date was ₹3,106.85 and ₹3,102.70 on BSE (RUPEES THREE THOUSAND SEVEN HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN and NSE, respectively CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

 The Board of Directors (hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) of KDDL Limited (the "Company"), at its meeting held on Tuesday, July 9, 2024 ("Board Meeting") have, subject to approval of shareholders of the company by way of the special resolution through postal ballot and statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) fully paid-up equity shares having a face value of ₹10 (Rupees Ten Only) each ("Maximum Buyback Shares"), representing up to 1.90% of the total number of Equity Shares in the paid-up equity share capital of the Company as on March 31, 2024, at a price of 3,700/- (Rupees Three Thousand Seven Hundred only) per Equity Share "Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹88,00,00,000 (Rupees Eighty Eight Crores only) ("Buyback Size"), representing 22.35% and 12.06% of the aggregate of the total paid up equity share capital and free reserves (including Securities Premium Account) of the : (i) Company, based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (the "Buyback") (being the latest audited standalone financial statements and audited consolidated financial statements available at the Board Meeting), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"), from all the equity shareholders/beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company as on Tuesday, August 27, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act / "Act"), the relevant rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management and Administration Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

 The Buyback size represents 22.35% and 12.06% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively. In accordance with Section 68(2)(b) of the Act and pursuant to the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, the Board had sought the approval of the shareholders of the Company by way of a special resolution since the Buyback Size is more than 10% of the total paid-up equity share capital and free reserves of the Company. The shareholders of the Company approved the Buyback, by way of special resolution, through postal ballot, pursuant to the postal ballot notice dated July 9, 2024 (hereinafter referred to as the "Notice", which expression includes the explanatory statement laying out the terms and conditions with respect to the Buyback), the results of which were announced on Tuesday, August 13, 2024.

 The Buyback is pursuant to Article 12C of the Articles of Association of the Company, Sections 68. 70 and all other applicable provisions, if any, of the Companies Act including the Share Capital Rules, the Management and Administration Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the SEBI Buyback Regulations read with SEBI circulars or notifications, as may be applicable, including any amendment thereof, ,

1.4. The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to the Securities and Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges")

1.5. The Buyback Size is within 25% of the aggregate of paid-up capital and free reserves (including Securities Premium Account) of the Company as per the latest audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, (i.e. the latest audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback), whichever sets the lower amount in accordance with the provisions of the Act. The Buyback size represents 22.35% and 12.06% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, and is within the statutory limits of 25% of the aggregate of the total paid-up capital and free reserves of the Company, based on the standalone financial statements of the Company, as per the applicable provisions of the Companies Act, and Buyback Regulations and represents 1.90% of the total number of equity shares in the paid-up capital of the Company as per its latest audited financial statements as on March 31, 2024.

1.6. The Equity Shares of the Company are listed on the Stock Exchanges. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders"/ Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India "SEBI") vide the SEBI Circulars.

 In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback In this regard, Promoters and members of the Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback to the extent of their entitlement an unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law.

The Buyback will not result in any benefit to the Promoters and members of the Promoter Group persons in control of the Company or any Director of the Company except to the extent of the cas consideration that may be received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their respective shareholding as per the response received in the Buyback, as a result of the extinguishment of equit shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buybac would be subject to the condition of maintaining minimum Public Shareholding requirements as specifie in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the voting rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback wi not result in any change in control over the Company.

Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax obligation is to be discharged by the Company as pe the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The transaction of the Buyback would also be chargeable to securitie transaction tax in India. Participation in the Buyback by the Non-Resident eligible shareholders may trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Board of Directors of the Company may, till one (1) working day prior to the record date i.e., Tuesday, August 27, 2024, increase the buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.

1.11. A copy of this Public Announcement is available on the Company's website i.e. https://www.kddl.com, Manager to the Buyback Offer's website i.e., www.iticapital.in and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback.

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

WHICH BUYBACK WILL BE FINANCED

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback is being undertaken for the following reasons: The Buyback will help the Company to return surplus cash to its members;

The Buyback is generally expected to improve return on equity through distribution of cash and

improve earnings per share by reduction in the equity base, thereby leading to long term increase in members' value; and The Buyback gives an option to the members of the Company, either to sell their Equity Shares and

receive cash or not to sell their Equity Shares and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM

3.1. The maximum amount required for Buyback will not exceed ₹88.00.00.000 (Rupees Eighty Eight Crores Only) excluding Transaction Costs.

3.2. The Buyback Size represents 22.35% and 12.06% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company based on the audited standalone financial statements and audited consolidated financial statements of the company as at

March 31, 2024, respectively (being the latest standalone and consolidated audited financial statements available at the Board Meeting date). The Buyback Size does not exceed 25% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the audited financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013.

3.3. The funds for the implementation of the Buyback will be sourced out of free reserves and/or such other source as may be permitted by the Buyback Regulations or the Companies Act.

3.4. The Company shall transfer from its free reserves and/or such other source as may be permitted by law, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback. Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free reserves of the Company.

BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹3,700/- (Rupees Three Thousand Seven Hundred only) per Equity Share. The Buyback Price has been arrived at, after considering various factors but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges"), i.e. the stock exchanges where the Equity Shares are listed. 4.2. The Buyback Offer Price represents:

premium of 29.52% and 29.64% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months preceding, July 4, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the

Buyback ("Intimation Date"); premium of 15.77% and 15.47% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and premium of 16.03% and 16.14% over the closing price of the Equity Share on BSE and NSE,

respectively, as on the Intimation Date; and

As required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) (a) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves based on both standalone and consolidated financial statements of the Company as on March 31, 2024 after the Buyback.

In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till one working day prior to the Record Date (as defined below), increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Fully Paid Up Equity Shares of face value of ₹10/- (Rupees Ten only), representing 1.90% of the total number of Equity Shares in the paid-up equity capital of the Company as per the latest audited standalone financial statement as on March 31, 2024.

DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND TRANSACTION DETAILS

6.1. The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of KDDL and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024, are as follows: Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who

are in control of the Company as on the date of Board Meeting and the Postal Ballot Notice i.e. Tuesday, July 9, 2024:

Sr. No	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e. Tuesday, July 9, 2024
	Promo	ters	
1)	Rajendra Kumar Saboo	1,591	0.01
2)	Yashovardhan Saboo	22,14,664	17.66
-1000	Members of Pro	moter Group	
3)	Rajendra Kumar Saboo (TCMK HUF)	77,820	0.62
4)	Anuradha Saboo	4,66,438	3.72
5)	Usha Devi Saboo	100	0.0
6)	Satvika Saboo	1,68,909	1.3
7)	Pranav Shankar Saboo	8,16,632	6.5
8)	Yashovardhan Saboo (HUF)	-	
9)	Vardhan Properties And Investment Private Limited	38,153	0.30
10)	Dream Digital Technology Private Limited	29,415	0.2
11)	Usha Devi Saboo (UDS JS Family Trust)	1,69,800	1.3
12)	Rajendra Kumar Saboo (RKS JS Family Trust)	14,16,683	11.3
13)	Rajendra Kumar Saboo (ASP Saboo Family Trust)	5,05,001	4.0
14)	Saboo Ventures LLP	65,915	0.53
15)	Asha Devi Saboo (Veena Kanoria Family Trust)		
16)	Swades Capital LLC	3,24,150	2.59
17)	Total	62,95,271	50.2

Promoter Group of KDDL Limited as on the date of Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024:

No. of

% of paid-up equity share

Designation

Name of the Shareholders

	held	Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
perties and Inves	stment Private L	imited
Director	1,591	0.01
Director	1	0.00
Director	8,16,632	6.51
Digital Technolog	y Private Limite	d
Director	8,16,632	6.51
Director	Nil	Nil
	Director Director Director Digital Technolog Director Director	Director 1 Director 8,16,632 Digital Technology Private Limite Director 8,16,632

Personnel ("KMPs") of the Company as on the date of Board Meeting and the Postal Ballot Notice

Sr. No	Name of the Shareholders	Designation	No. of Equity Shares	% of paid-up equity share capital as on the date of the Board Meeting and the held Postal Ballot Notice i.e., Tuesday, July 9, 2024
1)	Yashovardhan Saboo	Chairman and Managing Director	22,14,664	17.66
2)	Sanjeev Kumar Masown	Whole time Director and CFO	Nil	Nil
3)	Anil Khanna*	Non -Executive Independent Director	1,700	0.01
4)	Sanjiv Sachar	Non -Executive Independent Director	1,521	0.01
5)	Jai Vardhan Saboo	Non-Executive and Non-Independent Director	Nil	Nil
6)	Anuradha Saboo	Non-Executive and Non-Independent Director	4,66,438	3.72
7)	Praveen Gupta	Non-Executive Independent Director	Nil	Nil
8)	Nagarajan Subramanian	Non-Executive Independent Director	40	0.00
9)	Ranjana Agarwal*	Non-Executive Independent Director	Nil	Nil
10)	Neelima Tripathi	Non-Executive Independent Director	Nil	Nil
11)	Brahm Prakash Kumar	Company Secretary and Compliance Officer	2,261	0.02
	Total		26,86,624	21,43

6.2. Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter Group, persons in control, Directors of companies which are forming part of the Promoter/ Promoter Group of KDDL and Directors and KMPs of the Company during a period of six months preceding the date of the Board Meeting till the date of Postal Ballot Notice i.e., Tuesday, July 9, 2024:

Aggregate number of equity shares purchased or sold by the Promoter and members of the Promoter Group and persons who are in control of the Company:

Sr. No.	Name of the Shareholder	Aggregate Number of equity shares acquired/(Sold)	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price
1)	Yashovardhan Saboo	2,309	*Off market inter se acquisition	NA	NA	NA	NA
2)	Pranav Shankar Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
3)	Satvika Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
4)	Anuradha Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
5)	Yashovardhan Saboo (HUF)	(55,052)	**Off market inter se transfer	NA	NA	NA	NA

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

**Shares were transferred through off market Inter Se Transfer to members of Yashovardhan Saboo (HUF) pursuant to its dissolution

(ii) Other than as mentioned below no equity shares of KDDL were purchased or sold by the Directors of companies, which form part of the Promoters/Promoter Group:

Sr. No.	Name of the Shareholder	Aggregate Number of equity shares acquired/(Sold)	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price
1)	Pranav Shankar Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

(iii) Other than as mention below no equity shares were purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of the Company:

Sr. No.	Name of the Shareholder	Aggregate Number of equity shares acquired / (Sold)	Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price
1)	Yashovardhan Saboo	2,309	*Off market inter se acquisition	NA	NA	NA	NA
2)	Anuradha Saboo	17,581	*Offmarket inter se acquisition	NA	NA	NA	NA

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK-

7.1. In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company. have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law.

7.2. The date, price and other details of the Equity Shares held by the promoters /members of the promoter group who are intending to tender their Equity Shares in the Buyback are set forth below:

Sr. No.	Date of Acquisition on/sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10				5,93,902
2)	27.05.2009	Off market Purchase	10	15,000	Cash	12.00	6,08,902
3)	01.04.2010	Recd. on account	10	1,47,210	Other than Cash	8	7,56,112

	on/sale		(₹)	acquired/ (sold)		per Equity share in INR	
1)	01.04.2001	*Opening	10				5,93,902
2)	27.05.2009	Off market Purchase	10	15,000	Cash	12.00	6,08,902
3)	01.04.2010	Recd. on account of Family Settlement	10	1,47,210	Other than Cash	76%	7,56,112
4)	01.04.2010	Recd. on account of Family Settlement	10	3,92,496	Other than Cash	76	11,48,608
5)	15.04,2010	Gift	10	(500)	Other than Cash	8	11,48,108
6)	05.07.2010	Gift	10	60,000	Other than Cash		12,08,108
7)	03.02.2011	Conversion of Zero coupon Convertible warrants	10	2,65,500	Cash	41.00	14,73,608
8)	26.09.2011	Market Purchase	10	1	Cash	130.00	14,73,609
9)	27.09.2011	Market Purchase	10	2,000	Cash	129.58	14,75,609
10)	03.10.2011	Market Purchase	10	1,999	Cash	130.00	14,77,608
11)	17.11.2011	Market Purchase	10	1,703	Cash	129.00	14,79,311
12)	18.11.2011	Market Purchase	10	1,451	Cash	129.75	14,80,762
13)	23.11.2011	Market Purchase	10	646	Cash	128.00	14,81,408
14)	24.11.2011	Market Purchase	10	200	Cash	128.38	14,81,608
15)	29.11.2011	Market Purchase	10	1,532	Cash	128.98	14,83,140
16)	28.03.2012	Conversion of Zero coupon Convertible warrants	10	2,54,500	Cash	41.00	17,37,640
17)	30.04.2012	Conversion of Zero coupon Convertible warrants	10	1,00,000	Cash	41.00	18,37,640
18)	26.08.2015	Market Purchase	10	3,900	Cash	252.00	18,41,540
19)	12.06.2018	Gift	10	(1,09,500)	Other than Cash	2	17,32,040
20)	12.03.2020	Market Purchase	10	500	Cash	227.64	17,32,540
21)	12.03.2020	Market Purchase	10	476	Cash	228.47	17,33,016
22)	13.03.2020	Market Purchase	10	500	Cash	219.00	17,33,516
23)	13.03.2020	Market Purchase	10	100	Cash	218.50	17,33,616
24)	13.03.2020	Market Purchase	10	56	Cash	229.61	17,33,672
25)	29.01.2021	Gift	10	(1,92,822)	Other than Cash		15,40,850
26)	31.03.2021	Off Market Inter se acquisition (on account of HUF Dissolution)	10	30,800	Other than Cash	20.	15,71,650
27)	17.05.2021	Right Shares Allotment	10	3,35,000	Cash	230.00	19,06,650
28)	30.03.2022	**Off Market Inter se transfer	10	(14,00,058)	Other than Cash	ā	5,06,592
29)	05.04.2022	**Off Market Inter se transfer	10	(5,05,001)	Other than Cash	34	1,591

-		inter se transier	_				100000000
29)	05.04.2022	**Off Market Inter se transfer	10	(5,05,001)	Other than Cash	×	1,591
Sinc	ce data prior to			the full extent, th	ne balance as on 0	01.04.2001 has b	een shown
	rsuant to SEBI	Exemption order				6259000 Fixe Centres	
(ii)	Yashovardh		C.	N/ 0		0	
Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10				10,88,405
2)	17.03.2007	Preferential Allotment of Equity Shares	10	1,25,114	Cash	57.00	12,13,519
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	96,800	Cash	57.00	13,10,319
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	72,471	Cash	57.00	13,82,790
5)	21.05.2009	Off market purchase	10	15,000	Cash	12.00	13,97,790
6)	05.07.2011	Off market Inter se acquisition (on account of Family Settlement)	10	41,000	Other than Cash		14,38,790
7)	31.03.2013	Off market purchase (Inter se)	10	33,182	Cash	120.00	14,71,972
8)	26.08.2015	Market Purchase	10	3,900	Cash	249.99	14,75,872
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	22,641	Cash	265.00	14,98,513
10)	08.10.2018	Market Purchase	10	2,925	Cash	418.94	15,01,438
11)	09.10.2018	Market Purchase	10	1,117	Cash	423.85	15,02,555
12)	09.10.2018	Market Purchase	10	906	Cash	424.96	15,03,461
13)	10.10.2018	Market Purchase	10	3,602	Cash	420.79	15,07,063
14)	10.10.2018	Market Purchase	10	1,450	Cash	424.98	15,08,513
15)	06.09.2019	Gift	10	(2,32,600)	Other than Cash	2	12,75,913
16)	12.03.2020	Market Purchase	10	1,000	Cash	223.51	12,76,913
17)	12.03.2020	Market Purchase	10	1,000	Cash	221,13	12,77,913
18)	18.03.2020	Market Purchase	10	1,098	Cash	149.35	12,79,011
19)	18.03.2020	Market Purchase	10	10,000	Cash	150.00	12,89,011
20)	18.03.2020	Market Purchase	10	754	Cash	150.00	12,89,765
21)	18.03.2020	Market Purchase	10	274	Cash	150.00	12,90,039
22)	29.01.2021	Gift	10	1,92,822	Other than Cash	20	14,82,861
23)	29.01.2021	Gift	10	2,81,380	Other than Cash	The second secon	17,64,241
24)	17.05.2021	Right Shares Allotment	10	1,88,000	Cash	230.00	19,52,241
25)	25.08.2022	Market Purchase	10	2,37,457	Cash	849.96	21,89,698
26)	11.11.2022	Market Purchase	10	20,000	Cash	997.00	22,09,698

22,12,355

22,14,664

921.52

Chandigarh www.readwhere.com

Purchase

Market

Purchase

Off Market

Inter se

acquisition

(on account of

partition of HUF)

2.657

2,309

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

Cash

Other

than

Cash

10

10

14.11.2022

28) 01-03-2024

2)	17-05-2021	Right Shares Allotment	10	8,000	Cash	230.00	77,820
shar	ice data prior t eholding patte Anuradha S	o 2001 is not ava	ilable to npany	o the full extent, on BSE Limited	the balance as o	n 31.03.2001 is	based on the
Sr. No.	Date of Acquisition / sale	Nature of	Face Value (₹)	No. of Equity Shares acquired /(sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10	8	135		2,18,050
2)	17.03.2007	Preferential Allotment of Equity Shares	10	25,065	Cash	57.00	2,43,115
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	19,000	Cash	57.00	2,62,115
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,912	Cash	57.00	2,77,027
5)	28.05.2009	Off Market Purchase	10	15,000	Cash	12.00	2,92,027
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	38,500	Cash	41.00	3,30,527
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	51,500	Cash	41.00	3,82,027
8)	13.11.2013	Market Purchase	10	1,000	Cash	85.50	3,83,027
9)	14.11.2013	Market Purchase	10	1,000	Cash	81.25	3,84,027
10)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	52,830	Cash	265.00	4,36,857
11)		Market Purchase	10	12,000	Cash	848.47	4,48,857
12)	01.03.2024	Off Market Inter se transfer (on account of partition of HUF)	10.	5,531	Other than Cash		4,54,388
13)	04.03.2024	Off Market Inter se transfer (on account of partition of HUF) o 2001 is not avai		12,050	Other than Cash	•	4,66,438

Face No. of Equity Consideration

Cash

Shares

acquired

/(sold)

69,820

Cumulative

holding

69,820

Issue price /

transfer price

per Equity

share in INR

14.03

(iii) Rajendra Kumar Saboo (TCMK HUF)

Nature of

Transaction

Opening

Balance'

Value

(₹)

10

Date of

sale

Acquisition

31.03.2001

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	
1)	01.04.2001	*Opening	10		95 3		1,71,380
2)	26.05.2009	Off Market Purchase	10	15,000	Cash	12.00	1,86,380
3)	01.04.2010	Recd. on account of Family Settlement	10	1,69,800	Other than Cash	23.59	3,56,180
4)	03.02,2011	Conversion of Zero Coupon Convertible Warrants	10	40,500	Cash	41.00	3,96,680
5)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	54,500	Cash	41.00	4,51,180
6)	29.01,2021	Gift	10	(95,000)	Other than Cash	¥	3,56,180
7)	29.01.2021	Gift	10	(1,86,380)	Other than Cash		1,69,800
8)	30.03.2022	**Off Market Inter se transfer	10	(1,69,800)	Other than Cash	*9	ě
9)	21.11.2022	Market Purchase	10	100	Cash	941.75	100

(vi)	Satvika Sabo	00					
Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	
1)	01.04.2001	*Opening	10				79,305
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,116	Cash	57.00	88,421
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	6,700	Cash	57.00	95,121
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	5,607	Cash	57.00	1,00,728
5)	05.07.2010	Gift	10	10,000	Other than Cash	S	1,10,728
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,000	Cash	41.00	1,21,728
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,000	Cash	41.00	1,35,728
8)	17.05.2021	Right Shares Allotment	10	15,600	Other	230.00	1,51,328
9)	01.03.2024	Off Market Inter se acquisition (on account of partition of HUF)	10	17,581	Other	97.47	1,68,909

	ce data prior t Pranav Sha	partition of HUF) o 2001 is not available nkar Saboo	to the fu	ull extent, the b	palance as on 01	.04.2001 has be	en shown
Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10		*	-	1,10,120
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	12,658	Cash	57	1,22,778
3)	27.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,500	Cash	57	1,32,278
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,626	Cash	57	1,39,904
5)	26.05.2009	Off market purchase	10	15,000	Cash	12	1,54,904
6)	05.07.2010	Gift	10	10,000	Other than Cash	114	1,64,904
7)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	21,000	Cash	41	1,85,904
8)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	29,000	cash	41	2,14,904
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,547	Cash	265	2,22,451
-		The state of the s	-				

10

10

10

10

10

10

Gift

Gift

Right Shares

Allotment

Market Sale

(Inter se transfer)

Market Sale

(Inter se transfer)

Off Market Inter se

acquisition (on account

of partition of HUF)

1.09.500

2,32,600

1,16,300

1,30,000

(5,000)

(6,800)

17,581

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

Other than Cash

Other than Cash

Other than Cash

Cash

Cash

Cash

Other than Cash

10) 12.06.2018

11) 06.09.2019

12) 06.09.2019

14) 22.11.2021

15) 22.11.2021

16) 31.12.2023

17.05.2021

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	Opening*	10	2	1	-	10,750
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,236	Cash	57	11,986
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,000	Cash	57	12,986
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	672	Cash	57	13,658
5)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	8,500	Cash	41	22,158
6)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,500	Cash	41	33,658
7)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15,094	Cash	265	48,752
8)	17.05.2021	Right Shares Allotment	10	6,300	Cash	230	55,052
9)	01.03.2024	Off Market Inter se transfer on account of partition of HUF	10	(43,002)	Other than Cash	88	12,050
10)	04.03.2024	Off Market Inter se transfer	10	(12,050)	Other than Cash	2)	12

"Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

(ix) Vardhan Properties and Investment Private Limited

on account of

partition of HUF

Sr. No.	INCHES PROPERTY OF THE SECOND STATES	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	
1)	130	*Balance as on 30-09-2010		33,183	*	*	33,183
2)	29.03.2013	Market Sale	10	33,182	Cash	120	1
3)	26.11.2013	Market Purchase	10	2,500	Cash	81	2,501
4)	27.11.2013	Market Purchase	10	5,000	Cash	41	7,501
5)	16.12.2013	Market Purchase	10	1,500	Cash	136	9,001
6)	16.03.2020	Market Purchase	10	950	Cash	214	9,951
7)	10.09.2020	Market Purchase	10	2,652	Cash	146	12,603
8)	11.09.2020	Market Purchase	10	6,700	Cash	150	19,303
9)	14.09.2020	Market Purchase	10	12,600	Cash	157	31,903
10)	17.05.2021	Right Shares Allotment	10	4,100	Cash	230	36,003
11)	16.06.2023	Market Purchase	10	2,150	Cash	1,385	38,153

shareholding pattern filed by the Company on BSE Limited

(x) Dream Digital Technology Private Limited

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	03-12-2013	Market Purchase	10	5000	Cash	80,030	5000
2)	04-12-2013	Market Purchase	10	2000	Cash	76.071	7000
3)	16-12-2013	Market Purchase	10	2000	Cash	71.661	9000
4)	25-08-2015	Market Purchase	10	2000	Cash	254.85	11000
5)	22-12-2015	Market Sale	10	(2800)	Cash	342.57	8200
6)	10-03-2016	Market Sale	10	(500)	Cash	205.32	7700
7)	23-03-2016	Market Sale	10	(391)	Cash	203.83	7309
8)	23-10-2018	Market Purchase	10	1000	Cash	402,36	8309
9)	24-10-2018	Market Purchase	10	2	Cash	402.36	8311
10)	15-03-2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15s094	Cash	265.00	23405
11)	24-06-2019	Market Sale	10	(1)	Cash	428.97	23404
12)	28-06-2019	Market sale	10	(999)	Cash	428.54	22405
13)	19-08-2019	Market Sale	10	(1000)	Cash	313.93	21405
14)	20-08-2019	Market Sale	10	(2150)	Cash	309.27	19255
15)	15-02-2021	Market Sale	10	(36400	Cash	270.11	15615
16)	17-05-2021	Right Shares Allotment	10	2000	Cash	230.00	17615
17)	22-11-2021	Market Purchase (Inter se acquisition)	10	11800	Cash	636.56	29415

1000001	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	PPOSITIONE TRACTORING TO
1)	30-03-2022	Off Market Inter se transfer*	10	169800	Other than Cash	-	1,69,800

20012001	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	Control of the Contro	Consideration	Issue price / transfer price per Equity share in INR	I DESCRIPTION OF THE CONTROL
1)	30-03-2022	Off Market Inter se transfer*	10	14,00,058	NA		14,00,058
2)	17-03-2023	Market Purchase	10	2,339	cash	1,037.22	14,02,397
3)	20-03-2023	Market Purchase	10	9,786	cash	1,029.10	14,12,183
4)	23-03-2023	Market Purchase	10	4,500	cash	1,078.23	14,16,683

170955 HI	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	CONTRACTOR OF STREET	Consideration	Issue price / transfer price per Equity share in INR	CONTRACTOR OF STREET
1)	05-04-2022	Off Market Inter se transfer*	10	5,05,001	NA	-	5,05,001

*Pursuant to SEBI Exemption Order dated March 28, 2022

3,31,951

5.64,551

6,80,851

8,10,851

8,05,851

7,99,051

8,16,632

632

636

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	29-12-2021	Market Purchase	10	10,038	Cash	831	10,038
2)	20-09-2022	Market Purchase	10	32,802	Cash	905	42,840
3)	24-02-2023	Market Purchase	10	10,000	Cash	1,085	52,840
4)	29.05.2023	Market Purchase	10	10,925	Cash	1,090	63,765
5)	09.06.2023	Market Purchase	10	2,150	Cash	1,391	65,915

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	
1)	18-08-2022	Off Market Inter se Transfer	10	20,925	Cash	347	20,925
2)	24.02.2023	Market Sale	10	(10,000)	Cash	1,078	10,925
3)	29.05.2023	Market Sale	10	(10,925)	Cash	1,084	0

10000011	Acquisition / sale	Transaction	Value (₹)	BASE CONTRACTOR STATE OF THE PARTY OF THE PA		transfer price per Equity share in INR	
1)	01-09-2011	Purchases*	10	60,000	Cash		60,000
2)	15.06.2018	Preferential Allotment	10	2,64,150	Cash	265	3,24,150

NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

9.1. immediately following the Board Meeting, being July 9, 2024 ("Board Resolution") and the date on which the results of shareholders' resolution passed by way of postal ballot are declared ("Postal Ballot Resolution") approving Buyback offer, there will be no grounds on which the Company can be found unable to pay its debts;

9.2. as regards the Company's prospects for the year immediately following the Board Meeting date as well as the Postal Ballot Resolution and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Resolution; and

9.3. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act 2013, the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

All the equity shares for Buyback are fully paid-up;

 The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options /outstanding instruments into Equity Shares from the date of the Postal Ballot Resolution till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations; 10.4. the Company, as per the provisions of Section 68(8) of the Companies Act, will not make a

further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

10.5. the Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to effect Buyback;

10.6. the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;

the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

the consideration for the Buyback shall be paid by the Company only in cash;

10.9. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;

10.10. there are no defaults (either in the past or subsisting) in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be, and in case of defaults which have ceased to subsist, if any, a period of more than three years has lapsed;

10.11. the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

10.12. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

10.13. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations: 10.14. the Company is not buying back its Equity Shares so as to delist its shares or other specified

securities from the stock exchanges;

10.15, the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies; and

10.16. the Company will obtain the prior consent of its lenders, if necessary, for undertaking the Buyback.

10.17. the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;

11. REPORT BY THE COMPANY'S STATUTORY AUDITORS

The text of the report dated July 9, 2024 of S.R. Batliboi & CO. LLP, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended The Board of Directors

KDDLLimited Kamla Centre

SCO: 88-89, Sector 8-C,

Chandigarh, 160009

India This Report is issued in accordance with the terms of our service scope letter engagement letter/agreement dated July 02, 2024 and master engagement agreement dated October 21, 2019 and its addendum dated December 20, 2019 with KDDL Limited (hereinafter the "Company").

The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on July 09, 2024. The proposal for buy back is subject to the approval of the shareholders of the Company. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for the proposed buyback of the equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback

Regulations. Auditor's Responsibility

- Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:
- Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
- Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
- Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.
- The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 14, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2024.
 - ii) Read the Articles of Association of the Company and noted the permissibility of buyback; iii) Traced the amounts of paid up equity share capital, Securities premium account, General
 - reserve, Retained earnings, Exchange differences on transaction of foreign operations and Change in proportion of non-controlling interest as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2024. iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-
 - back was approved and compared the buy-back amount with the permissible limit computed in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement; v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-
- back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from that date. vi) Obtained necessary representations from the management of the Company.
 - Chandigarh

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Opinion

- Based on our examination as above, and the information and explanations given to us, we report that:
 - (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - (ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
 - (iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.

Restriction on Use

The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company and (c) in the letter of offer to be submitted with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited, the Central Depository Securities (India) Limited and shareholders of the Company and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & CO. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Anil Gupta Partner Membership Number: 87921 UDIN: 24087921BKAQEA5848 Place of Signature: New Delhi Date: July 09 2024

ANNEXURE - Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2024.

	(Amor	unt in Rs. Lakhs
Particulars	Standalone	Consolidated
A. Paid up Equity Share Capital - Equity shares of Rs. 10 each fully paid up	1,253.71	1,253.71
B. Free Reserves*		
- Securities Premium Account	9,698.73	62,038.11
- General Reserve	2,776.20	2,776.20
- Retained Earnings	25,650.61	12,889.45
- Changes in proportion of non-controlling interest	100	(5,866.06)
- Exchange differences on translation of foreign operations	S-1	(92.82)
Total Free Reserves	38,125.54	71,744.88
Total of Paid up Equity Share Capital and Free Reserves (A+B)	39,379.25	72,998.59
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the Total of Paid up Equity Share Capital and Free Reserves)	9,844.81	18,249.65
Amount approved by the Board of Directors for buy-back in the meeting held on July 09, 2024	3	3,800

* Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including in the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from

For and on behalf of KDDL Limited

Yashovardhan Saboo

Chairman and Managing Director DIN: 00012158

Date: July 09, 2024

Place: Chandigarh

Unquote 12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

As required under the SEBI Buyback Regulations, the Company has fixed Tuesday, August 27, 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

The Equity Shares to be bought back as a part of the Buyback is divided in two categories: (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI

Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹2,00,000 (Indian Rupees Two Lakh Only); and

(ii) General category for all other shareholders.

 In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

12.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each share holder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds. insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients

12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from

Eligible Shareholders who have tendered over and above their entitlement in the other category. 12.8. Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

12.9. The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under SEBI Circulars.

The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident

shareholders themselves. 12.12. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the Eligible Shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company /Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to

receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically. For all the remaining Eligible Shareholders who do not have their email IDs registered with the Company/ Registrar and transfer agent/ depository, the Letter of Offer along with tender form will be sent physically.

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

 The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares in physical form ("Physical Shares") and / or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares").

The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.

 For implementation of the Buyback, the Company has appointed Antique Stock Broking Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Antique Stock Broking Limited

ITI House, 36, Dr. R.K. Shirodkar Marg, Parel, Mumbai 400 012 Tel.: +91 022 69113314 Contact person: Jignesh Sangani Email ID: jignesh@antiquelimited.com Website: www.antiquelimited.com SEBI Registration No. INZ000001131 CIN: U65100GJ2016PLC094531

 Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchanges from time to time. For the purpose of Buyback, BSE has been appointed as the 'Designated Stock Exchange'. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker. and can register themselves by using quick unique client code ("UCC") facility through the BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE/NSE registered broker, Eligible Shareholders may approach (v) Company's Broker i.e., Antique Stock Broking Limited to place their bids, subject to completion of 'Know your Customer' requirements as required by the Company's Broker.

13.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.

13.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of changes in the demat account in which Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation by the Registrar

 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

Further, the Company will not accept Equity Shares tendered for Buyback which under restraint Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback

locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. Procedure to be followed by shareholders holding Demat Shares:

Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under th Buyback.

The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible : Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE/NSE. For, further details, Eligible Shareholders may refer to the circulars issued by BSE, NSE, Indian Clearing Corporation Limited and NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) ("Clearing Corporation")

The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in the issue opening circular that wil be issued by the Designated Stock Exchange or the Clearing Corporation.

The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Nationa Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked i the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No. Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on the Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialised Equity Shares, submission the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

The Eligible Shareholders will have to ensure that they keep the depository participant ("DP" account active and unblocked to receive credit in case of return of Equity Shares due t rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active an updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system due to any issue, then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodia depository pool account.

Procedure to be followed by the shareholders holding Physical Shares:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/ P/ 2020/144), shareholders holding securities in physical form are allowed to tender shares in Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/FormSH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization(including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Stock Exchanges. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar within 2(two) days of bidding by the Shareholder Broker and the same should reach on or before the Buyback closing date. The envelope should be superscribed as "KDDL Limited- Buyback 2024". One copy of the TRS will be retained by Registrar to the Buy back and it will provide acknowledgement of the same to the Shareholder Broker / Eligible Shareholder.

The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, Stock Exchanges shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as confirmed bids.

In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

13.14. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.15. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholders Broker through which the Eligible Shareholder places the bid.

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay outto the respective Eligible Shareholders. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement bank account of the Shareholder Broker for onward transfer to such
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation

In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date

The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC")in accordance with SEBI Circular No.SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the

The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback

Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

COMPLIANCE OFFICER

Website

The Company has appointed Mr. Brahm Prakash Kumar as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Mr. Brahm Prakash Kumar-Company Secretary and Compliance Officer Membership No: **KDDL Limited** L33302HP1981PLC008123 CIN Address Kamla Centre, SCO 88-89, Sector - 8C, Chandigarh - 160 009; Tel. No. +91 172 2548223; **Email ID** investor.complaints@kddl.com

www.kddl.com

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Mas Services Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. (IST) at the following address:

Mas Services Limited T-34, 2nd Floor, Okhla Industrial Area, Address Phase - II, New Delhi - 110 020 011-26387281/82/83,41320335 Tel. 011-26387384 Fax Email ID investor@masserv.com Investor Grievance Email ID investor@masserv.com Website www.masserv.com Contact Person N. C. Pal INR000000049 SEBI Registration No. Validity Period Permanent U74899DL1973PLC006950 CIN

MANAGER TO THE BUYBACK

ITI CAPITAL LIMITED Name ITI Capital Limited Address ITI House 36, Dr. R. K. Shirodkar Marg, Parel, Mumbai - 400 012 +91 22 6911 3300/6911 3371 Tel. Fax +91 22 6911 3389 kddlbuyback2024@iticapital.in Email Website www.iticapital.in SEBI Registration INM000010924 Validity Period Permanent U74140MH1999PLC122493

DIRECTOR'S RESPONSIBILITY

Date : August 13, 2024

Place : Chandigarh

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated

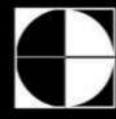
For and on behalf of the Board of Directors of KDDL Limited

Name: Yashovardhan Saboo Name: Sanjeev Kumar Masown Designation: Designation: Chairman & Managing Director Whole time Director & CFO DIN: 00012158 DIN: 03542390

Name: Brahm Prakash Kumar Designation: Company Secretary & Compliance Officer ICSI Membership Number: 7519

Chandigarh

www.readwhere.com



KDDL LIMITED

(CIN: L33302HP1981PLC008123) Regd. Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan (H.P.) - 173220

Tel.: +91 172 2548223 / 24 Fax: +91 172 2548302 Email id: investor.complaints@kddl.com Website: www.kddl.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL 3.5.

OWNERS OF EQUITY SHARES OF KDDL LIMITED ("COMPANY"/ "KDDL") FOR THE BUYBACK : 3.6. OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS 4. AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of fully Paid-up Equity Shares (as defined below), having face value of 10 each, by KDDL Limited from the equity shareholders / beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 iii. and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including further amendments thereof.

OFFER TO BUYBACK UP TO 2.37.837 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹3,700 : (RUPEES THREE THOUSAND SEVEN HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

 The Board of Directors (hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) of KDDL Limited (the "Company"), at its meeting held on Tuesday, July 9, 2024 ("Board Meeting") have, subject to approval of shareholders of the company by way of the special resolution through postal ballot and statutory. regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) fully paid-up equity shares having a face value of ₹10 (Rupees Ten Only) each ("Maximum Buyback Shares"), representing up to 1.90% of the total number of Equity Shares in the paid-up equity share capital of the Company as on March 31, 2024, at a price of 3,700/- (Rupees Three Thousand Seven Hundred only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹88,00,00,000 (Rupees Eighty Eight Crores only) ("Buyback Size"), representing 22.35% and 12.06% of the aggregate of the total paid up equity share capital and free reserves (including Securities Premium Account) of the Company, based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (the "Buyback") (being the latest audited standalone financial statements and audited consolidated financial statements available at the Board Meeting), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"), from all the equity shareholders/beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company as on Tuesday, August 27, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act / "Act"), the relevant rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management and Administration Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

1.2. The Buyback size represents 22.35% and 12.06% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively. In accordance with Section 68(2)(b) of the Act and pursuant to the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, the Board had sought the approval of the shareholders of the Company by way of a special resolution since the Buyback Size is more than 10% of the total paid-up equity share capital and free reserves of the Company. The shareholders of the Company approved the Buyback, by way of special resolution, through postal ballot, pursuant to the postal ballot notice dated July 9, 2024 (hereinafter referred to as the "Notice", which expression includes the explanatory statement laying out the terms and conditions with respect to the Buyback), the results of which were announced on Tuesday, August 13, 2024.

 The Buyback is pursuant to Article 12C of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act including the Share Capital Rules, the Management and Administration Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the SEBI Buyback Regulations read with SEBI circulars or notifications, as may be applicable, including any amendment thereof, .

1.4. The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to the Securities and Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges").

1.5. The Buyback Size is within 25% of the aggregate of paid-up capital and free reserves (including Securities Premium Account) of the Company as per the latest audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, (i.e. the latest audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback), whichever sets the lower amount in accordance with the provisions of the Act. The Buyback size represents 22.35% and 12.06% of the aggregate of the total paid-up capital and free reserves as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, and is within the statutory limits of 25% of the aggregate of the total paid-up capital and free reserves of the Company, based on the standalone financial statements of the Company, as per the applicable provisions of the Companies Act, and Buyback Regulations and represents 1.90% of the total number of equity shares in the paid-up capital of the Company as per its latest audited financial statements as on March 31, 2024.

1.6. The Equity Shares of the Company are listed on the Stock Exchanges. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders"/ Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars.

In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law.

The Buyback will not result in any benefit to the Promoters and members of the Promoter Group. persons in control of the Company or any Director of the Company except to the extent of the cash consideration that may be received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their respective shareholding as per the response received in the Buyback, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would be subject to the condition of maintaining minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the voting rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.9. Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax obligation is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The transaction of the Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by the Non-Resident eligible shareholders may trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation. However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. The Board of Directors of the Company may, till one (1) working day prior to the record date i.e., Tuesday, August 27, 2024, increase the buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.

1.11. A copy of this Public Announcement is available on the Company's website i.e., https://www.kddl.com, Manager to the Buyback Offer's website i.e., www.iticapital.in and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock

Exchanges i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback is being undertaken for the following reasons: The Buyback will help the Company to return surplus cash to its members;

The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in members' value; and

The Buyback gives an option to the members of the Company, either to sell their Equity Shares and receive cash or not to sell their Equity Shares and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

 The maximum amount required for Buyback will not exceed ₹88,00,00,000 (Rupees Eighty Eight Crores Only) excluding Transaction Costs.

3.2. The Buyback Size represents 22.35% and 12.06% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company based on the audited standalone financial statements and audited consolidated financial statements of the company as at March 31, 2024, respectively (being the latest standalone and consolidated audited financial statements available at the Board Meeting date). The Buyback Size does not exceed 25% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the audited financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013.

3.3. The funds for the implementation of the Buyback will be sourced out of free reserves and/or such

other source as may be permitted by the Buyback Regulations or the Companies Act.

3.4. The Company shall transfer from its free reserves and/or such other source as may be permitted by law, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback. Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free reserves of the Company.

BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

 The Equity Shares of the Company are proposed to be bought back at a price of ₹3,700/- (Rupees) Three Thousand Seven Hundred only) per Equity Share. The Buyback Price has been arrived at, after considering various factors but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares at BSE Limited ("BSE") and National Stock Exchange of India Limited "NSE") (collectively, "Stock Exchanges"), i.e. the stock exchanges where the Equity Shares are listed. 4.2. The Buyback Offer Price represents:

premium of 29.52% and 29.64% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months preceding, July 4, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date");

premium of 15.77% and 15.47% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and premium of 16.03% and 16.14% over the closing price of the Equity Share on BSE and NSE,

respectively, as on the Intimation Date; and The closing market price of the Equity Shares as on the Intimation Date was ₹3,106.85 and ₹3,102.70 on BSE and NSE, respectively

4.3. As required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) (a) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves based on both standalone and consolidated financial statements of the Company as on March 31, 2024 after the Buyback.

 In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till one working day prior to the Record Date (as defined below), increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 2,37,837 (Two Lakh Thirty Seven Thousand Eight Hundred Thirty Seven) Fully Paid Up Equity Shares of face value of ₹10/- (Rupees Ten only), representing 1.90% of the total number of Equity Shares in the paid-up equity capital of the Company as per the latest audited standalone financial statement as on March 31, 2024.

DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND TRANSACTION DETAILS

6.1. The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of KDDL and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024, are as follows:

Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who are in control of the Company as on the date of Board Meeting and the Postal Ballot Notice i.e. Tuesday, July 9, 2024:

Sr. No	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e. Tuesday, July 9, 2024
	Promo	ters	
1)	Rajendra Kumar Saboo	1,591	0.01
2)	Yashovardhan Saboo	22,14,664	17.66
	Members of Pro	moter Group	
3)	Rajendra Kumar Saboo (TCMK HUF)	77,820	0.62
4)	Anuradha Saboo	4,66,438	3.72
5)	Usha Devi Saboo	100	0.00
6)	Satvika Saboo	1,68,909	1.35
7)	Pranav Shankar Saboo	8,16,632	6.51
8)	Yashovardhan Saboo (HUF)		3
9)	Vardhan Properties And Investment Private Limited	38,153	0.30
10)	Dream Digital Technology Private Limited	29,415	0.23
11)	Usha Devi Saboo (UDS JS Family Trust)	1,69,800	1.35
12)	Rajendra Kumar Saboo (RKS JS Family Trust)	14,16,683	11.30
13)	Rajendra Kumar Saboo (ASP Saboo Family Trust)	5,05,001	4.03
14)	Saboo Ventures LLP	65,915	0.53
15)	Asha Devi Saboo (Veena Kanoria Family Trust)		
16)	Swades Capital LLC	3,24,150	2.59
17)	Total	62,95,271	50.21

Aggregate Shareholding in KDDL of the Directors of companies which are forming part of Promoter / Promoter Group of KDDL Limited as on the date of Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024:

Sr. No	Name of the Shareholders	Designation	No. of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Postal Ballot Notice i.e., Tuesday, July 9, 2024
	Vardhan Pro	perties and Invest	ment Private Li	imited
1)	Rajendra Kumar Saboo (in his individual capacity)	Director	1,591	0.01
2)	Pawan Kumar Goyal	Director	1	0,00
3)	Pranav Shankar Saboo (in his individual capacity)	Director	8,16,632	6.51
	Dream I	Digital Technology	Private Limite	d
4)	Pranav Shankar Saboo (in his individual capacity)	Director	8,16,632	6.51
5)	Malvika Saboo	Director	Nil	Nil

Aggregate Shareholding of the Directors of the Company ("Directors") and Key Managerial Personnel ("KMPs") of the Company as on the date of Board Meeting and the Postal Ballot Notice

Sr. No	Name of the Shareholders	Designation	No. of Equity Shares	% of paid-up equity share capital as on the date of the Board Meeting and the held Postal Ballot Notice i.e., Tuesday, July 9, 2024
1)	Yashovardhan Saboo	Chairman and Managing Director	22,14,664	17.66
2)	Sanjeev Kumar Masown	Whole time Director and CFO	Nil	Nil
3)			1,700	0.01
4)	Sanjiv Sachar	Non -Executive Independent Director	1,521	0.01
5)	Jai Vardhan Saboo	Non-Executive and Non-Independent Director	Nil	Nil
6)	Anuradha Saboo	Non-Executive and Non-Independent Director	4,66,438	3.72
7)	Praveen Gupta	Non-Executive Independent Director	Nil	Ni
8)	Nagarajan Subramanian	Non-Executive Independent Director	40	0.00
9)	Ranjana Agarwal*	Non-Executive Independent Director	Nil	Ni
10)	Neelima Tripathi	Non-Executive Independent Director	Nil	Ni
11)	Brahm Prakash Kumar	Company Secretary and Compliance Officer	2,261	0.02
	Total		26,86,624	21.43

*Ceased to be Director w.e.f 6th August, 2024

6.2. Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter Group, persons in control, Directors of companies which are forming part of the Promoter/ Promoter Group of KDDL and Directors and KMPs of the Company during a period of six months preceding the date of the Board Meeting till the date of Postal Ballot Notice i.e., Tuesday, July 9, 2024:

Aggregate number of equity shares purchased or sold by the Promoter and members of the

Sr. No.	Name of the Shareholder	Aggregate Number of equity shares acquired/(Sold)	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price
1)	Yashovardhan Saboo	2,309	*Off market inter se acquisition	NA	NA	NA	NA
2)	Pranav Shankar Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
3)	Satvika Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
4)	Anuradha Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA
5)	Yashovardhan Saboo (HUF)	(55,052)	**Off market inter se transfer	NA	NA	NA	NA

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

**Shares were transferred through off market Inter Se Transfer to members of Yashovardhan Saboo (HUF) pursuant to its dissolution

Other than as mentioned below no equity shares of KDDL were purchased or sold by the Directors of companies, which form part of the Promoters/Promoter Group:

	Name of the Shareholder	Aggregate Number of equity shares acquired / (Sold)	Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	CONTRACTOR OF THE PARTY OF THE		
)	Pranav Shankar Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA		

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF pursuant to its dissolution

Other than as mention below no equity shares were purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of the Company:

175.00	Name of the Shareholder	Aggregate Number of equity shares acquired / (Sold)	Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price(₹)	Date of Minimum Price	
1)	Yashovardhan Saboo	2,309	*Off market inter se acquisition	NA	NA	NA	NA	
2)	Anuradha Saboo	17,581	*Off market inter se acquisition	NA	NA	NA	NA	

*Shares were acquired through off market Inter Se Acquisition from Yashovardhan Saboo (HUF) pursuant to its dissolution

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK-

7.1. In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, have expressed their intention to participate in the Buyback to the extent of their entitlement and unsubscribed portion if any, in the Buyback or as may be permitted under the applicable law.

7.2. The date, price and other details of the Equity Shares held by the promoters /members of the promoter group who are intending to tender their Equity Shares in the Buyback are set forth below:

(i) Rajendra Kumar Saboo

Sr. No.	Date of Acquisition on/sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10		1980	7.6	5,93,902
2)	27.05.2009	Off market Purchase	10	15,000	Cash	12.00	6,08,902
3)	01.04.2010	Recd. on account of Family Settlement	10	1,47,210	Other than Cash	•	7,56,112
4)	01.04.2010	Recd. on account of Family Settlement	10	3,92,496	Other than Cash		11,48,608
5)	15.04.2010	Gift	10	(500)	Other than Cash	(72)	11,48,108
6)	05.07.2010	Gift	10	60,000	Other than Cash	(4)	12,08,108
7)	03.02.2011	Conversion of Zero coupon Convertible warrants	10	2,65,500	Cash	41.00	14,73,608
8)	26.09.2011	Market Purchase	10	1	Cash	130.00	14,73,609
9)	27.09.2011	Market Purchase	10	2,000	Cash	129.58	14,75,609
10)	03.10.2011	Market Purchase	10	1,999	Cash	130.00	14,77,608
11)	17.11.2011	Market Purchase	10	1,703	Cash	129.00	14,79,311
12)	18.11.2011	Market Purchase	10	1,451	Cash	129.75	14,80,762
13)	23.11.2011	Market Purchase	10	646	Cash	128.00	14,81,408
14)	24.11.2011	Market Purchase	10	200	Cash	128.38	14,81,608
15)	29.11.2011	Market Purchase	10	1,532	Cash	128.98	14,83,140
16)	28.03.2012	Conversion of Zero coupon Convertible warrants	10	2,54,500	Cash	41.00	17,37,640
17)	30.04.2012		10	1,00,000	Cash	41.00	18,37,640
18)	26.08.2015	Market Purchase	10	3,900	Cash	252.00	18,41,540
19)	12.06.2018	Gift	10	(1,09,500)	Other than Cash	(0)	17,32,040
20)	12.03.2020	Market Purchase	10	500	Cash	227.64	17,32,540
21)	12.03.2020		10	476	Cash	228.47	17,33,016
22)	13.03.2020	Market Purchase	10	500	Cash	219.00	17,33,516
23)	13.03.2020	Market Purchase	10	100	Cash	218.50	17,33,616
24)	13.03.2020	Market Purchase	10	56	Cash	229.61	17,33,672
25)	29.01.2021	Gift	10	(1,92,822)	Other than Cash		15,40,850
26)	31.03.2021	Off Market Inter se acquisition (on account of HUF Dissolution)	10	30,800	Other than Cash		15,71,650
27)	17.05.2021	Right Shares Allotment	10	3,35,000	Cash	230.00	19,06,650
28)	30.03.2022	"Off Market Inter se transfer	10	(14,00,058)	Other than Cash	(*)	5,06,592
29)	05.04.2022	"Off Market Inter se transfer	10	(5,05,001)	Other than Cash	(*)	1,591

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10				10,88,405
2)	17.03.2007	Preferential Allotment of Equity Shares	10	1,25,114	Cash	57.00	12,13,519
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	96,800	Cash	57.00	13,10,319
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	72,471	Cash	57.00	13,82,790
5)	21.05.2009	Off market purchase	10	15,000	Cash	12.00	13,97,790
6)	05.07.2011	Off market Inter se acquisition (on account of Family Settlement)	10	41,000	Other than Cash		14,38,790
7)	31.03.2013	Off market purchase (Inter se)	10	33,182	Cash	120.00	14,71,972
8)	26.08.2015	Market Purchase	10	3,900	Cash	249.99	14,75,872
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	22,641	Cash	265.00	14,98,513
10)	08.10.2018	Market Purchase	10	2,925 Cash 418.94		15,01,438	
11)	09.10.2018	Market Purchase	10	1,117	Cash	423.85	15,02,555
12)	09.10.2018	Market Purchase	10	906	Cash	424.96	15,03,461
13)	10.10.2018	Market Purchase	10	3,602	Cash	420.79	15,07,063
14)	10.10.2018	Market Purchase	10	1,450	Cash	424.98	15,08,513
15)	06.09.2019	Gift	10	(2,32,600)	Other than Cash		12,75,913
16)	12.03.2020	Market Purchase	10	1,000	Cash	223.51	12,76,913
17)	12.03.2020	Market Purchase	10	1,000	Cash	221.13	12,77,913
18)	18.03.2020	Market Purchase	10	1,098	Cash	149.35	12,79,011
19)	18.03.2020	Market Purchase	10	10,000	Cash	150.00	12,89,011
20)	18.03.2020	Market Purchase	10	754	Cash	150.00	12,89,765
21)	18.03.2020	Market Purchase	10	274	Cash	150.00	12,90,039
22)	29.01.2021	Gift Gift	10	1,92,822	Other than Cash		14,82,861
23)	29.01.2021 17.05.2021	Right Shares	10	2,81,380 1,88,000	Other than Cash Cash	230.00	17,64,241 19,52,241
25)	25.08.2022	Allotment	10	2,37,457	Cash	849.96	21,89,698
26)	11.11.2022	Purchase Market	10	20,000	Cash	997.00	22,09,698
27)	14.11.2022	Purchase Market	10	2,657	Cash	921.52	22,12,355
28)	01-03-2024	Off Market Inter se	10	2,309	Other		22,14,664

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

than

Cash

Inter se

acquisition

(on account of

partition of HUF)





Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired /(sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	31.03.2001	Opening Balance*	10	69,820	Cash	14.03	69,820
2)	17-05-2021	Right Shares Allotment	10	8,000	Cash	230.00	77,820

shareholding pattern filed by the Company on BSE Limited

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired /(sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10				2,18,050
2)	17.03.2007	Preferential Allotment of Equity Shares	10	25,065	Cash	57.00	2,43,115
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	19,000	Cash	57.00	2,62,115
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,912	Cash	57.00	2,77,027
5)	28.05.2009	Off Market Purchase	10	15,000	Cash	12.00	2,92,027
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	38,500	Cash	41.00	3,30,527
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	51,500	Cash	41.00	3,82,027
8)	13.11.2013	Market Purchase	10	1,000	Cash	85.50	3,83,027
9)	14.11.2013	Market Purchase	10	1,000	Cash	81.25	3,84,027
10)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	52,830	Cash	265.00	4,36,857
11)		Market Purchase	10	12,000	Cash	848.47	4,48,857
12)	01.03.2024	Off Market Inter se transfer (on account of partition of HUF)	10	5,531	Other than Cash		4,54,388
13)	04.03.2024	Off Market Inter se transfer (on account of partition of HUF)		12,050	Other than Cash	123	4,66,438

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

(v) Usha Devi Saboo

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	Cumulative
1)	01.04.2001	*Opening	10		(#		1,71,380
2)	26.05.2009	Off Market Purchase	10	15,000	Cash	12.00	1,86,380
3)	01.04.2010	Recd. on account of Family Settlement	10	1,69,800	Other than Cash	23.59	3,56,180
4)	03.02.2011	Conversion of Zero Coupon Convertible Warrants	10	40,500	Cash	41.00	3,96,680
5)	28.03.2012	Conversion of Zero Coupon Convertible Warrants	10	54,500	Cash	41.00	4,51,180
6)	29.01.2021	Gift	10	(95,000)	Other than Cash		3,56,180
7)	29.01.2021	Gift	10	(1,86,380)	Other than Cash		1,69,800
B)	30.03.2022	**Off Market Inter se transfer	10	(1,69,800)	Other than Cash		5
9)	21.11.2022	Market Purchase	10	100	Cash	941.75	100

^{**}Pursuant to SEBI Exemption order dated March 28, 2022.

(vi) Satvika Saboo

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	
1)	01.04.2001	*Opening	10			-	79,305
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,116	Cash	57.00	88,421
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	6,700	Cash	57.00	95,121
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	5,607	Cash	57.00	1,00,728
5)	05.07.2010	Gift	10	10,000	Other than Cash		1,10,728
6)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,000	Cash	41.00	1,21,728
7)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	14,000	Cash	41.00	1,35,728
8)	17.05.2021	Right Shares Allotment	10	15,600	Other	230.00	1,51,328
9)	01.03.2024	Off Market Inter se acquisition (on account of partition of HUF)	10	17,581	Other	97.47	1,68,909

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	*Opening	10				1,10,120
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	12,658	Cash	57	1,22,778
3)	27.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	9,500	Cash	57	1,32,278
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,626	Cash	57	1,39,904
5)	26.05.2009	Offmarketpurchase	10	15,000	Cash	12	1,54,904
6)	05.07.2010	Gift	10	10,000	Other than Cash		1,64,904
7)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	21,000	Cash	41	1,85,904
8)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	29,000	cash	41	2,14,904
9)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	7,547	Cash	265	2,22,451
10)	12.06.2018	Gift	10	1,09,500	Other than Cash		3,31,951
11)	06.09.2019	Gift	10	2,32,600	Other than Cash		5,64,551
12)	06.09.2019	Gift	10	1,16,300	Other than Cash		6,80,851
13)	17.05.2021	Right Shares Allotment	10	1,30,000	Cash	•	8,10,851
14)	22.11.2021	Market Sale (Inter se transfer)	10	(5,000)	Cash	632	8,05,851
15)	22.11.2021	Market Sale	10	(6,800)	Cash	636	7,99,051

17,581

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

Other than Cash

16) 31.12.2023 Off Market Inter se

acquisition (on account

of partition of HUF)

(viii) Yashovardhan Saboo (HUF)

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	01.04.2001	Opening*	10			CATACON AND CO	10,750
2)	17.03.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,236	Cash	57	11,986
3)	29.05.2007	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	1,000	Cash	57	12,986
4)	31.05.2008	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	672	Cash	57	13,658
5)	03.02.2011	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	8,500	Cash	41	22,158
6)	28.03.2012	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	11,500	Cash	41	33,658
7)	15.03.2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15,094	Cash	265	48,752
8)	17.05.2021	Right Shares Allotment	10	6,300	Cash	230	55,052
9)	01.03.2024	Off Market Inter se transfer on account of partition of HUF	10	(43,002)	Other than Cash	*	12,050
10)	04.03.2024	Off Market Interse transfer on account of partition of HUF	10	(12,050)	Other than Cash	4 04 2004 hand	•

*Since data prior to 2001 is not available to the full extent, the balance as on 01.04.2001 has been shown

(ix) Vardhan Properties and Investment Private Limited

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	No. of Equity Shares acquired/ (sold)	Consideration	Issue price / transfer price per Equity share in INR	Cumulative holding
1)	•	*Balance as on 30-09-2010	10	33,183	180	±€0	33,183
2)	29.03.2013	Market Sale	10	33,182	Cash	120	1
3)	26.11.2013	Market Purchase	10	2,500	Cash	81	2,501
4)	27.11.2013	Market Purchase	10	5,000	Cash	41	7,501
5)	16.12.2013	Market Purchase	10	1,500	Cash	136	9,001
6)	16.03.2020	Market Purchase	10	950	Cash	214	9,951
7)	10.09.2020	Market Purchase	10	2,652	Cash	146	12,603
8)	11.09.2020	Market Purchase	10	6,700	Cash	150	19,303
9)	14.09.2020	Market Purchase	10	12,600	Cash	157	31,903
10)	17.05.2021	Right Shares Allotment	10	4,100	Cash	230	36,003
11)	16.06.2023	Market Purchase	10	2,150	Cash	1,385	38,153

shareholding pattern filed by the Company on BSE Limited

(x) Dream Digital Technology Private Limited

Sr. No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR		10.16 Buyb 10.17 imme
1)	03-12-2013	Market Purchase	10	5000	Cash	80.030	5000	11.
2)	04-12-2013	Market Purchase	10	2000	Cash	76.071	7000	The t
3)	16-12-2013	Market Purchase	10	2000	Cash	71,661	9000	Comp
4)	25-08-2015	Market Purchase	10	2000	Cash	254.85	11000	Quot
5)	22-12-2015	Market Sale	10	(2800)	Cash	342.57	8200	Indep of Se
6)	10-03-2016	Market Sale	10	(500)	Cash	205.32	7700	andE
7)	23-03-2016	Market Sale	10	(391)	Cash	203.83	7309	TheB
8)	23-10-2018	Market Purchase	10	1000	Cash	402.36	8309	KDDI
9)	24-10-2018	Market Purchase	10	2	Cash	402.36	8311	Kaml
10)	15-03-2018	Conversion of Zero Coupon Convertible Warrants into Equity Shares	10	15s094	Cash	265.00	23405	SCO: Chan India 1.
11)	24-06-2019	Market Sale	10	(1)	Cash	428.97	23404	letter
12)	28-06-2019	Market sale	10	(999)	Cash	428.54	22405	its ad
13)	19-08-2019	Market Sale	10	(1000)	Cash	313.93	21405	Section
14)	20-08-2019	Market Sale	10	(2150)	Cash	309.27	19255	and E
15)	15-02-2021	Market Sale	10	(36400	Cash	270.11	15615	Buyb
16)	17-05-2021	Right Shares Allotment	10	2000	Cash	230.00	17615	held of Comp permi
17)	22-11-2021	Market Purchase (Inter se acquisition)	10	11800	Cash	636.56	29415	we ha

(xi) Usha Devi Saboo (UDS JS Family Trust)

100000	Date of Acquisition / sale		Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	
1)	30-03-2022	Off Market Inter se transfer*	10	169800	Other than Cash		1,69,800

^{*}Pursuant to SEBI Exemption Order dated March 28, 2022

(vii) Pajandra Kumar Sahoo (PKS IS Family Truet)

No.	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	
1)	30-03-2022	Off Market Inter se transfer*	10	14,00,058	NA	39.5	14,00,058
2)	17-03-2023	Market Purchase	10	2,339	cash	1,037.22	14,02,397
3)	20-03-2023	Market Purchase	10	9,786	cash	1,029.10	14,12,183
4)	23-03-2023	Market Purchase	10	4,500	cash	1,078.23	14,16,683

*Pursuant to SEBI Exemption Order dated March 28, 2022

No.	Date of Acquisition / sale		Face Value (₹)		Consideration	Issue price / transfer price per Equity share in INR	
1)	05-04-2022	Off Market Inter se transfer*	10	5,05,001	NA	-	5,05,001

Pursuant to SEBI Exemption Order dated March 28, 2022

(viv) Sahon Venture I I P

1000000	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	DOMESTIC STREET, STREE	Consideration	Issue price / transfer price per Equity share in INR	
1)	29-12-2021	Market Purchase	10	10,038	Cash	831	10,038
2)	20-09-2022	Market Purchase	10	32,802	Cash	905	42,840
3)	24-02-2023	Market Purchase	10	10,000	Cash	1,085	52,840
4)	29.05.2023	Market Purchase	10	10,925	Cash	1,090	63,765
5)	09.06.2023	Market Purchase	10	2,150	Cash	1,391	65,915

(xv) Asha Devi Saboo (Veena Kanoria Family Trust)

DOM: N	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)		Consideration	transfer price per Equity share in INR	Cumulative holding
1)	18-08-2022	Off Market Inter se Transfer	10	20,925	Cash	347	20,925
2)	24.02.2023	Market Sale	10	(10,000)	Cash	1,078	10,925
3)	29.05.2023	Market Sale	10	(10,925)	Cash	1,084	0

(xvi) Swades Capital LLC

8,16,632

1000000	Date of Acquisition / sale	Nature of Transaction	Face Value (₹)	DESCRIPTION OF THE PARTY OF THE	Consideration	Issue price / transfer price per Equity share in INR	RESIDENCE OF THE PARTY OF THE P
1)	01-09-2011	Purchases*	10	60,000	Cash	290	60,000
2)	15.06.2018	Preferential Allotment	10	2,64,150	Cash	265	3,24,150

NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- 9.1. immediately following the Board Meeting, being July 9, 2024 ("Board Resolution") and the date on which the results of shareholders' resolution passed by way of postal ballot are declared ("Postal Ballot Resolution") approving Buyback offer, there will be no grounds on which the Company can be found unable to pay its debts;
- 9.2. as regards the Company's prospects for the year immediately following the Board Meeting date as well as the Postal Ballot Resolution and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Resolution; and
- 9.3. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act 2013, the Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

All the equity shares for Buyback are fully paid-up;

10.2. The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options /outstanding instruments into Equity Shares from the date of the Postal Ballot Resolution till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the

- 10.3. unless otherwise specifically permitted by any relaxation issued by SEBI and / or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- 10.4. the Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- 10.5. the Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made, except where any event or restriction may render Company unable to effect Buyback;
- the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- 10.8. the consideration for the Buyback shall be paid by the Company only in cash;
- 10.9. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
- 10.10. there are no defaults (either in the past or subsisting) in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be, and in case of defaults which have ceased to subsist, if any, a period of more than three years has lapsed;
- 10.11. the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- 10.12. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- 10.13. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations;
- 10.14. the Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the stock exchanges;
- 10.15. the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies; and
- 10.16, the Company will obtain the prior consent of its lenders, if necessary, for undertaking the Buyback.
- 10.17. the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;

11. REPORT BY THE COMPANY'S STATUTORY AUDITORS

The text of the report dated July 9, 2024 of S.R. Batliboi & CO. LLP, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended The Board of Directors

Kamla Centre

SCO: 88-89, Sector 8-C, Chandigarh, 160009

India

This Report is issued in accordance with the terms of our service scope letter engagement letter/agreement dated July 02, 2024 and master engagement agreement dated October 21, 2019 and its addendum dated December 20, 2019 with KDDL Limited (hereinafter the "Company"). The proposal of the Company to buy back its equity shares in pursuance of the provisions of

Section 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on July 09, 2024. The proposal for buy back is subject to the approval of the shareholders of the Company. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for the proposed buyback of the equity shares" (the "Statement") which we have initialed for identification purposes only. Board of Directors Responsibility

The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

 The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback Regulations.

Auditor's Responsibility

- Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:
- Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
- Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
- Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.
- The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 14, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2024.
 - ii) Read the Articles of Association of the Company and noted the permissibility of buyback;
 - iii) Traced the amounts of paid up equity share capital, Securities premium account, General reserve, Retained earnings, Exchange differences on transaction of foreign operations and Change in proportion of non-controlling interest as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2024.
 - (v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buyback was approved and compared the buy-back amount with the permissible limit computed in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement;
 - Obtained the minutes of the meeting of the Board of Directors in which the proposed buyback was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from that date.
 - vi) Obtained necessary representations from the management of the Company.

Opinion

- 11. Based on our examination as above, and the information and explanations given to us, we report that:
 - We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024.
 - The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act, Regulation 4(i) of the SEBI Buyback Regulations;
 - (iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date

Restriction on Use

The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company and (c) in the letter of offer to be submitted with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited, the Central Depository Securities (India) Limited and shareholders of the Company and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & CO. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Anil Gupta Partner Membership Number: 87921 UDIN: 24087921BKAQEA5848 Place of Signature: New Delhi Date: July 09 2024

ANNEXURE - Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as at March 31, 2024.

	(Amou	unt in Rs. Lakhs
Particulars	Standalone	Consolidated
Paid up Equity Share Capital - Equity shares of Rs. 10 each fully paid up	1,253.71	1,253.71
B. Free Reserves*		
- Securities Premium Account	9,698.73	62,038.11
- General Reserve	2,776.20	2,776.20
- Retained Earnings	25,650.61	12,889.45
- Changes in proportion of non-controlling interest		(5,866.06)
- Exchange differences on translation of foreign operations		(92.82)
Total Free Reserves	38,125.54	71,744.88
Total of Paid up Equity Share Capital and Free Reserves (A+B)	39,379.25	72,998.59
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the Total of Paid up Equity Share Capital and Free Reserves)	9,844.81	18,249.65
Amount approved by the Board of Directors for buy-back in the meeting held on July 09, 2024	8	3,800

Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including in the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of KDDL Limited

Yashovardhan Saboo Chairman and Managing Director DIN: 00012158

Date: July 09, 2024 Place: Chandigarh

Unquote RECORD DATE AND SHAREHOLDER ENTITLEMENT

 As required under the SEBI Buyback Regulations, the Company has fixed Tuesday, August 27. 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

12.3. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

(i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹2,00,000

(Indian Rupees Two Lakh Only); and (ii) General category for all other shareholders.

 In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

12.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each share holder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

12.6. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs : and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

12.8. Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.

The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date

12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting* notified under SEBI Circulars.

12.11. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident

12.12. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the Eligible Shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company /Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to

receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically. For all the remaining Eligible Shareholders who do not have their email IDs registered with the Company/ Registrar and transfer agent/ depository, the Letter of Offer along with tender form will be sent physically.

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e. the shareholders who on the Record Date were holding Equity Shares in physical form ("Physical Shares") and / or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares").

The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.

 For implementation of the Buyback, the Company has appointed Antique Stock Broking Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Antique Stock Broking Limited

ITI House, 36, Dr. R.K. Shirodkar Marg, Parel, Mumbai 400 012 Tel.: +91 022 69113314 Contact person: Jignesh Sangani Email ID: jignesh@antiquelimited.com Website: www.antiquelimited.com SEBI Registration No. INZ000001131 CIN: U65100GJ2016PLC094531

 Separate acquisition window (the "Acquisition Window") will be provided by Stock Exchanges to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchanges from time to time. For the purpose of Buyback, BSE has been appointed as the 'Designated Stock Exchange'. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE/NSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Antique Stock Broking Limited to place their bids, subject to completion of 'Know your Customer' requirements as required by the Company's Broker.

13.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.

13.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of changes in the demat account in which Equity Shares were held as on Record Date, such Eligible ! (Vii) Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation by the Registrar.

 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period

 Further, the Company will not accept Equity Shares tendered for Buyback which under restraint Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

 In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. Procedure to be followed by shareholders holding Demat Shares:

Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under th Buyback.

The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE/NSE. For, further details, Eligible Shareholders may refer to the circulars issued by BSE, NSE, Indian Clearing Corporation Limited and NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) ("Clearing Corporation")

The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in the issue opening circular that wil be issued by the Designated Stock Exchange or the Clearing Corporation.

The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Nationa Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked i the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on the Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialised Equity Shares, submission the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due t rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active an updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system due to any issue, then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodia depository pool account.

Procedure to be followed by the shareholders holding Physical Shares:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/ P/ 2020/144), shareholders holding securities in physical form are allowed to tender shares in Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such 17. documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/FormSH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization(including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Stock Exchanges. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar within 2(two) days of bidding by the Shareholder Broker and the same should reach on or before the Buyback closing date. The envelope should be superscribed as "KDDL Limited- Buyback 2024". One copy of the TRS will be retained by Registrar to the Buy back and it will provide acknowledgement of the same to the Shareholder Broker / Eligible Shareholder.

The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, Stock Exchanges shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as confirmed bids.

In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.15. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholders Broker through which the Eligible Shareholder places the bid.

METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay outto the respective Eligible Shareholders. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement bank account of the Shareholder Broker for onward transfer to such Eligible Shareholders.

In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation

In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC")in accordance with SEBI Circular No.SEBI/HO/ MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares.

The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.

Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

COMPLIANCE OFFICER

The Company has appointed Mr. Brahm Prakash Kumar as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Mr. Brahm Prakash Kumar-Company Secretary and Compliance Officer Membership No: FCS 7519 **KDDL Limited**

L33302HP1981PLC008123 Address Kamla Centre, SCO 88-89, Sector-8C, Chandigarh-160 009; Tel. No. +91 172 2548223; Email ID investor.complaints@kddl.com Website www.kddl.com

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Mas Services Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5.30 p.m. (IST) at the following address:

at the following address.		
Name	:	Mas Services Limited
Address	:	T-34, 2nd Floor, Okhla Industrial Area,
		Phase - II, New Delhi - 110 020
Tel.	4	011-26387281/82/83,41320335
Fax	:	011-26387384
Email ID	:	investor@masserv.com
Investor		The state of the s
Grievance		
Email ID		investor@masserv.com
Website	:	www.masserv.com
Contact Person	3	N. C. Pal
SEBI Registration No.		INR000000049
Validity Period	1	Permanent
CIN	:	U74899DL1973PLC006950
MANAGER TO THE BUY	BACK	
CAPITAL LIMI	TED	
Name	:	ITI Capital Limited
1012/12/19/19/19/19		11 July 10.17 ** 10 11.17 14.00 10.10 10.00

ITI House 36, Dr. R. K. Address Shirodkar Marg, Parel, Mumbai - 400 012 +91 22 6911 3300/6911 3371 Fax +91 22 6911 3389 kddlbuyback2024@iticapital.in Email Website www.iticapital.in SEBI Registration INM000010924 Validity Period Permanent U74140MH1999PLC122493

DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated August 13, 2024.

For and on behalf of the Board of Directors of KDDL Limited

Name: Yashovardhan Saboo Name: Sanjeev Kumar Masown Name: Brahm Prakash Kumar Designation: Designation: Chairman & Managing Director Whole time Director & CFO DIN: 00012158 DIN: 03542390

Designation: Company Secretary & Compliance Officer ICSI Membership Number: 7519

Date : August 13, 2024 Place : Chandigarh

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