

# 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/2022-23/45**

**Date : 5<sup>th</sup> September, 2022**

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

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

**Trading Symbol : KDDL**

**Scrip Code : 532054**

**Subject: Notice convening 42<sup>nd</sup> Annual General Meeting (AGM) of the Company**

Dear Sir/ Madam,

Pursuant to regulation 34(1)(a) and all other applicable regulations of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that 42<sup>nd</sup> AGM of KDDL Limited will be held on Tuesday, 27<sup>th</sup> September, 2022 at 12:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). In this regard, we are appending herewith a copy of notice of 42<sup>nd</sup> AGM of the Company.

The Schedule of 42<sup>nd</sup> AGM of the Company is as under:

Event	Day, Date and Time
Cut-off date for determining eligible members for voting on AGM Resolution(s)	Tuesday, 20 <sup>th</sup> September, 2022
Commencement of remote e-voting	Thursday, 22 <sup>nd</sup> September, 2022 at 09:00 A.M. (IST)
End of remote e-voting	Monday, 26 <sup>th</sup> September, 2022 at 05:00 P.M. (IST)
Annual General Meeting (AGM)	Tuesday, 27 <sup>th</sup> September, 2022 at 12:00 P.M. (IST)

Please take the above information on record.

Thanking you,

Yours truly

**For KDDL Limited**

BRAHM  
PRAKASH  
KUMAR

Digitally signed  
by BRAHM  
PRAKASH  
KUMAR

**Brahm Prakash Kumar**  
**Company Secretary**

# **KDDL Limited**

(CIN - L33302HP1981PLC008123)

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

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

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

## **NOTICE**

NOTICE is hereby given that 42<sup>nd</sup> Annual General Meeting (AGM) of KDDL Limited will be held on Tuesday 27<sup>th</sup> September, 2022 at 12:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the company at Plot No 3, Sector-III, Parwanoo, District salon, (H.P)-173220 which shall be deemed to be the venue of the AGM.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone as well as consolidated) for the financial year ended 31<sup>st</sup> March, 2022, the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 3 per equity share (@30%) for the financial year ended 31<sup>st</sup> March, 2022.
3. To re- appoint Mr. Jai Vardhan Saboo (DIN: 00025499) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

4. **Authorization for borrowings by way of unsecured fixed deposits from the shareholders of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of section 73 and other applicable provisions, if any, of the Companies Act, 2013 (“the act”) and the rules made there under (including any statutory modification (s) thereof for the time being in force), approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company to borrow money(s) from its shareholders by way of unsecured Fixed Deposits subject to compliance of all the conditions and maximum limits as stated under section 73 of the act or any other applicable provisions of the act read with rules made thereunder.”

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

**“RESOLVED FURTHER THAT** the Board of Directors, be and is hereby, specifically authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**5 Re-appointment of Mr. Sanjiv Sachar (DIN: 02013812) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules and regulations as may be applicable from time to time and pursuant to the recommendations of Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 29<sup>th</sup> January, 2022, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Sanjiv Sachar (DIN: 02013812) who was appointed as an Independent Director of the Company for a period of 5(Five) years from 7<sup>th</sup> March, 2017 till 6<sup>th</sup> March, 2022” and being eligible offers himself for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of Listing Regulations as an Independent Director not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from 7<sup>th</sup> March, 2022 to 6<sup>th</sup> March, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**6. To appoint Mr. Nagarajan Subramanian (DIN: 02406548) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules and regulations as may be applicable from time to time and pursuant to the recommendations of Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 28<sup>th</sup> July, 2022, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Nagarajan Subramanian (DIN: 02406548), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors w.e.f 28<sup>th</sup> July, 2022 and holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 4 (four) consecutive years commencing from 28<sup>th</sup> July, 2022 to 27<sup>th</sup> July, 2026.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**7. To appoint Mrs. Neelima Tripathi (DIN: 07588695) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules and regulations as may be applicable from time to time and pursuant to the recommendations of Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 28<sup>th</sup> July, 2022, the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Neelima Tripathi (DIN: 07588695), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors w.e.f 28<sup>th</sup> July, 2022 and holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years commencing from 28<sup>th</sup> July, 2022 to 27<sup>th</sup> July, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**8. Amendment in Articles of Association of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company as follows :

**(i) Insertion the following new article 12C after the existing clause 12B :**

**“12C- Buy back of Securities”**

Subject to the applicable provisions of the Companies Act, 2013 for the time being in force and corresponding provisions and guidelines prescribed by the Securities and Exchange Board of India or any other authority and rules made thereunder, the Company may purchase its own Shares or other Securities, and the Board of Directors may, when and if thought fit, buy back such of the Company's own Shares or Securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals as required under the Companies Act, 2013, SEBI Regulations or any other competent authority, as may be permitted by Law.

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

9. **Approval for One Time Value Creation Award for Mr. Yashovardhan Saboo, Chairman & Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors and subject to all statutory approvals, if any, the consent of the members of the Company be and is hereby accorded for the payment of One Time Value Creation Award of 2% of the gain in the value of total investment of KDDL in Ethos Limited i.e. the value of total investment at the price per share allotted in IPO of Ethos Limited over its book value as on date of IPO, amounting to Rs. 1900 lacs (One thousands nine hundred lacs) only subject to TDS and all other statutory deductions, if any, to Mr. Yashovardhan Saboo, Chairman & Managing Director of the Company on such terms and conditions as the Board of Directors (including its committee thereof) may determine in best interest of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

10. **Ratification of Remuneration to Cost Auditor for the financial year 2022-23**

To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to M/s Khushwinder Kumar & Co., Cost Accountants (FRN: 100123) appointed by the Board of the Company to conduct the audit of cost records pertaining to electricals or electronic products and tools of the Company for the financial year 2022-23 amounting to Rs. 50,000/- (Rs. Fifty thousands) only plus GST & out of pocket expenses incurred in connection with the audit, be and is hereby ratified and confirmed”

**“RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps (including filing of necessary forms and submitting intimation with all concerned regulatory authorities) as may be necessary, proper or expedient in this regard.”

**Date: 28<sup>th</sup> July, 2022**

**Place: Chandigarh**

**For and on behalf of the Board of Directors**

**Brahm Prakash Kumar  
Company Secretary**

# KDDL Limited

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## NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the details pertaining to Special Business at the Annual General Meeting (the "AGM"), is annexed hereto.
2. Pursuant to the General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), the companies are allowed to hold AGM through Video Conference (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be Registered office of the Company.
3. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.kddl.com](http://www.kddl.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In accordance with Secretarial Standard -2 on General Meetings issued by institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standard-1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI ,the proceeding of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Shareholders of the Company at 39<sup>th</sup> Annual General Meeting appointed S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No 301003E/E300005), as Statutory Auditors of the Company, for a term of five years to hold office from the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 44<sup>th</sup> Annual General Meeting. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.
7. The Register of Member and the Share Transfer books of the Company will remain closed from 20<sup>th</sup> September, 2022 to 27<sup>th</sup> September, 2022 (both days inclusive) for the purpose of 42<sup>nd</sup> Annual General Meeting (AGM) of the Company.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and are desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/RTA.



## KDDL Limited

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9. In accordance with the provisions of Regulation 40 (1) of the Securities and Exchange Board of India (Listing Obligation and disclosure Requirements) Regulation, 2015, effective from April 1, 2019, transfer of securities of the company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
10. In accordance with the provisions of Section 124 of the Companies Act, 2013 and rules made their under, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. In terms of the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company on its website.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
13. As required under regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Director retiring by rotation and/or seeking re-appointment at the ensuing AGM are furnished as annexure A to this notice of AGM.
14. The Shareholders who have not registered their e-mail address are requested to update their e-mail addresses with their depository participants in case the shares are held in demat form or with the company/RTA in case the share are held in physical form to enable the Company to send all the communications including Annual Report, Notices, Circulars, etc. electronically.
15. Members may also note that the Notice of 42<sup>nd</sup> Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website [www.kddl.com](http://www.kddl.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com).
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Corporate Members intending to send their authorized representatives to participate and vote through remote e-voting or at the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company a certified copy of the Board Resolution/Authority Letter etc. authorizing their representative to attend and vote.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are

interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM. All documents referred in the notice will also be available for electronic inspection without any late fee by the members.

19. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

20. **Remote E-voting :**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-**

The remote e-voting period shall commence on Thursday, 22<sup>nd</sup> September, 2022 at 9:00 a.m. and ends on Monday, 26<sup>th</sup> September, 2022 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 20<sup>th</sup> September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 20<sup>th</sup> September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com /myeasi/ home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi /Registration /Easi Registration</a></li> </ol>

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	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

### B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the

share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com or investor.complaints@kddl.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@masserv.com or ajaykcs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.complaints@kddl.com . The same will be replied by the company suitably.

### **General Instructions**

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- ii. Shri Ajay Kumar Arora, Practicing Company Secretary (Membership No. FCS-2191 & CP No. 993), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present VC/OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.kddl.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India.
- vi. The resolutions shall be deemed to be passed on the date of AGM subject to the receipt of sufficient votes through a compilation of voting results (i.e. remote e-voting along with the voting held at the AGM).

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 4**

Section 73(2) of the Companies Act, 2013 ("the Act") makes it mandatory for the Company to obtain approval of General Meeting before accepting any borrowing from the shareholder by way of Fixed Deposits. As the conditions and maximum limits for accepting deposits from the Shareholders have been laid down in the Companies (Acceptance of Deposits) Rules, 2014 ("the rules") so approval of the shareholders is required for accepting deposits after complying with all the conditions stated in Section 73(2) of the Act and within the limits prescribed under the rules.

In view of above, approval of shareholders is sought by way of an Ordinary Resolution under section 73(2) and other applicable provisions of the act as set out at item no. 4 of the notice.

No Director, Key Managerial Personnel and their relatives are in any way, concerned or interested in the resolution, set out at item no. 4 of the notice.

The Board recommends the Ordinary Resolution as set out at item no.4 in the notice for approval by the members

### ITEM NO.5

Mr. Sanjiv Sachar (DIN: 02013812) is an Independent Director of the Company and his first term of five years was completed on 6<sup>th</sup> March, 2022. As per Section 149(10) of Companies Act, 2013 (“the Act”) read with regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), an Independent Director shall hold office for a term of upto five years but shall be eligible for re-appointment for a further term upto five years on passing a special resolution by the Company. Mr. Sanjiv Sachar has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations along with a declaration under Section 164(2) of the Act read with the rules made there under, confirming he is not disqualified to be re-appointed as a Director of the Company. The Company has also received consent in writing from him to act as Director of the Company and a declaration that he is not debarred from holding of office of Director pursuant to any SEBI order.

In the opinion of the Board, Mr. Sanjiv Sachar fulfils the conditions for re-appointment as an Independent Director as specified in the Act/Listing Regulations and he is independent of the management. The Board of Directors, on the basis of the report of performance evaluation and considering his knowledge, skills and experience, has recommended re-appointment of Mr. Sanjiv Sachar as an Independent Director of the Company for second term of 5 (five) consecutive years commencing from 7<sup>th</sup> March, 2022 to 6<sup>th</sup> March, 2027, not liable to retire by rotation.

The brief profile, specific areas of his expertise and other information as required under Listing Regulations are provided at the end of the notice.

No Director, Key Managerial Personnel and their relatives except appointee himself, are in any way, concerned or interested in the resolution, set out at item no. 5 of the notice.

The Board recommends the Resolution set out at item no. 5 of the notice for the approval of the members as a Special Resolution.

### ITEM NO. 6

The Board of Directors appointed Mr. Nagarajan Subramanian (DIN: 02406548) as an Additional (Independent) Director of the Company with effect from 28<sup>th</sup> July, 2022 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director.

Pursuant to the provisions of Section 150(2) read with Section 152(2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting. Also, in terms of the provisions of regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Mr. Nagarajan Subramanian (DIN: 02406548) has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a declaration under Section 164(2) of the Companies Act, 2013 read with the rules made there under, confirming he is not disqualified to be appointed as a Director of the Company. The Company has also received consent in writing from him to act as Director of the Company and a declaration that he is not debarred from holding of office of director pursuant to any SEBI order

In the opinion of the Board, Mr. Nagarajan Subramanian (DIN: 02406548) fulfils the conditions for appointment as an Independent Director as specified in the Act/Listing Regulations and he is independent of the management. Considering his knowledge, skills and experience, the Board of Directors has recommended the appointment of Mr. Nagarajan Subramanian as an Independent Director for a term of 4 (four) consecutive years



w.e.f. 28<sup>th</sup> July, 2022 on the Board of the Company. The brief profile, specific areas of his expertise and other information as required under Listing Regulations are provided at the end of the notice.

No Director, Key Managerial Personnel and their relatives except appointee himself, are in any way, concerned or interested in the resolution, set out at item no. 6 of the notice.

The Board recommends the Resolution set out at item no. 6 of the notice for the approval of the members as a Special Resolution.

### **ITEM NO. 7**

The Board of Directors appointed Mrs. Neelima Tripathi (DIN: 07588695), as an Additional (Independent) Director of the Company with effect from 28<sup>th</sup> July, 2022 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director.

Pursuant to the provisions of Section 150(2) read with Section 152(2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting. Also, in terms of the provisions of regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Mrs. Neelima Tripathi (DIN: 07588695) has given a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a declaration under Section 164(2) of the Companies Act, 2013 read with the rules made there under, confirming she is not disqualified to be appointed as a Director of the Company. The Company has also received consent in writing from her to act as Director of the Company and a declaration that she is not debarred from holding of office of director pursuant to any SEBI order

In the opinion of the Board, Mrs. Neelima Tripathi (DIN: 07588695), fulfils the conditions for appointment as an Independent Director as specified in the Act/Listing Regulations and she is independent of the management. Considering her knowledge, skills and experience, the Board of Directors has recommended the appointment of Mrs. Neelima Tripathi as an Independent Director for a term of 5 (five) consecutive years w.e.f. 28<sup>th</sup> July, 2022 on the Board of the Company. The brief profile, specific areas of her expertise and other information as required under Listing Regulations are provided at the end of the notice.

No Director, Key Managerial Personnel and their relatives except appointee herself, are in any way, concerned or interested in the resolution, set out at item no. 7 of the notice.

The Board recommends the Resolution set out at item no. 7 of the notice for the approval of the members as a Special Resolution.

### **ITEM NO. 8**

The Companies Act, 2013 (the act) allows the Companies to buy-back its own shares and securities. These shares/securities can be bought back only if the Company is authorised by Articles of Association. In terms of the above requirement, it is proposed to insert new article 12C after existing article 12B in the Articles of Association of the Company as set out in detail in the resolution.

Provisions of Section 14 of the act requires that a company may, by a special resolution, alter its Articles of Association of the Company, accordingly, approval of shareholders by way of Special Resolution is being sought through this resolution.

No Director, Key Managerial Personnel and their relatives are in any way, concerned or interested in the resolution, set out at item no. 8 of the notice.

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The Board recommends the special resolution as set out at item no. 8 in the notice for approval by the members.

A copy of the new Articles of Association is available for inspection at the Registered Office of the Company during business hours on any working day between 11:00 am to 2:30 pm up to the date of the Annual General Meeting.

### **ITEM NO. 9**

Mr. Yashovardhan Saboo, Chairman & Managing Director of the Company was involved in promotion of KDDL in 1981 and has since led it to the position of market leadership in the business of high-quality watch components in India and abroad. He founded Ethos in 2003, initially as a division of KDDL; in the year 2007, it was re-structured as a separate company, which eventually became Ethos Limited.

As Managing Director of Ethos Limited Mr. Y. Saboo has been instrumental in raising Ethos Limited from a one store company to a largest retail chain of luxury Swiss watches in India. He has built strong brand relationships and architected the platform for our strategic business direction. With the strong leadership skills and vast experience in luxury retail business that he brought in the organisation, Ethos could paved its way for raising funds from public by way of an IPO and because of his vision and mission to get Ethos listed, the Company finally got listed on BSE Limited and National Stock Exchange of India Limited 30<sup>th</sup> May, 2022.

The strategic vision and diligent efforts of Mr. Y. Saboo has led to the creation of very significant value for all the stakeholders of KDDL Ltd. Besides the high standing and reputation of Ethos and KDDL in the global watch business, the value of the investment made by KDDL in the Ethos business has increased manifold. The value of investment in Ethos amounting to Rs. 11,385 lacs (63.53 % shareholding held directly) had increased to Rs. 1,06,410 lacs ( based on the calculation of no. of shares held prior to IPO x Issue price of IPO). In addition, the Company held 12.02 % shareholding of Ethos Limited through Mahen Distribution Limited ( investment amount of Rs. 840 lacs) and its value had also increased to R.s. 20,134 lacs (based on the calculation of no. of shares held prior to IPO x Issue price of IPO).

In recognition of his inspirational leadership and value creation for KDDL, the Board of Directors at its meeting held on 28<sup>th</sup> July, 2022 pursuant to the recommendations of Nomination & Remuneration Committee (NRC) and subject to the approval of Shareholders and all other approval including statutory approvals, if any, proposed one time value creation award of 2% of the gain in the value of the total investment of KDDL in Ethos Ltd. i.e. the value of the total Investment at the price per share allotted in IPO of Ethos Limited over its book value as on the date of IPO.

The award would amount to Rs. 1900 lacs calculated at 2% of the difference between the investment value of Rs. 93.51 per share as on 31<sup>th</sup> March 2022 and the IPO issue price Rs. 878 per share, for the total shareholding of 1,21,19,588 shares held by KDDL in Ethos as on 31<sup>th</sup> March 2022.

No Director, Key Managerial Personnel and their relatives except Mr. Yashovardhan Saboo are in any way, concerned or interested in the resolution, set out at item no. 9 of the notice.

The Board recommends the Special Resolution as set out at item no. 9 in the notice for approval by the members.

### **ITEM NO. 10**

The Board of Directors at its meeting held on 28<sup>th</sup> July, 2022 upon the recommendation of the Audit Committee, approved the appointment of M/s Khushwinder Kumar & Co., Cost Accountants (Registration No.100123) as the Cost Auditor of the Company to conduct the audit of cost records of the Company pertaining to Electricals or electronic products and tools for financial year commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 at a remuneration of Rs. 50,000/- (Rs. Fifty thousand ) only plus GST & out-of pocket expenses on actual basis.

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In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution as set out at item No. 10 of the notice for approval by the Members.

Date: 28<sup>th</sup> July, 2022  
Place: Chandigarh

**For and on behalf of the Board of Directors**

**Brahm Prakash Kumar**  
**Company Secretary**

**Details of Directors seeking appointment/re-appointment at 42<sup>nd</sup> Annual General Meeting :**

Name of the Director	Mr. Jai Vardhan Saboo	Mr. Sanjiv Sachar	Mr. Nagarajan Subramanian	Mrs. Neelima Tripathi
Date of birth	7 <sup>th</sup> July, 1963	4 <sup>th</sup> October 1957	10 <sup>th</sup> April, 1956	11 <sup>th</sup> September, 1963
Date of first appointment on the Board	12 <sup>th</sup> December, 2016	7 <sup>th</sup> March, 2017	28 <sup>th</sup> July, 2022	28 <sup>th</sup> July, 2022
Date of re-appointment	11 <sup>th</sup> September, 2019	7 <sup>th</sup> March, 2022	NA	NA
Profile/Expertise in specific functional areas	<p>Mr. Jai Vardhan Saboo is a Promoter Director of our company since 2017. He serves as the Chief Executive Officer of Harmonia Holdings Group LLC, a leading systems integrator and information technology services company in the United States. Mr. Saboo also has various other business interests in the US and is an active angel investor in startups around the world. He is an active philanthropist and serves on the national board for Pratham USA. He has over 30 years of international business experience in multiple industries and is an alumnus of the Kellogg School of Management at Northwestern University and the Wharton School at the University of Pennsylvania.</p>	<p>Mr. Sanjiv Sachar retired on October 31, 2016 as the Senior Partner of Egon Zehnder, the world's largest privately held executive search firm. Mr. Sanjiv set up the Egon Zehnder practice in India in 1995 and has played a key role in establishing the firm as a market leader in the executive search space across various industry segments. For 5 years Mr. Sanjiv was the India Country Head. In addition, he was a core member of the Firm's Global Financial Services and Industrial Practice and led the CFO practice in India. In 1985, Mr. Sanjiv co-founded a Chartered Accountancy and Management Consulting firm, Sachar Vasudeva &amp; Associates. He also co-founded an Executive Search Firm, Direct Impact. Mr. Sanjiv started his corporate career in the finance function with SRF Nipponenso (now known as Denso), one of the world's largest manufacturer of starter motors. Post qualifying as a Chartered Accountant in 1982, Mr. Sanjiv started his career with the management consulting division of A F Ferguson (now part of Deloitte).</p>	<p>He graduated in Mechanical Engineering ( Madras University, 1978 ) and did post-graduate Diploma in Management from IIM, Ahmedabad ( 1980 ).</p> <p>He has worked in various positions in sales and marketing, business development and strategic planning with 3 blue-chip companies ( Voltas Limited; Titan Industries Ltd and Walt Disney India Pvt. Ltd ). He set up the highly successful Retail chain "World of Titan" and made it an Indian benchmark for successful franchising of a retail concept. He left Walt Disney India P. Ltd as the Country Director for Disney Consumer Products in 1995 and set up an theos consulting to advise lifestyle retail businesses in scaling up profitably. He also represented Warner Bros Consumer Products as their India representative for over 10 years, leveraging the skillsets in retailing; franchising and licensing. Some of the marquee clients include Mattel Toys Ltd., Ethos Ltd., Fossil India P Ltd., Triumph international, Warner Bros. Consumer Products; Baggit India P</p>	<p>She is B.A (Hons.) Economics from Sri Ram College of Commerce, qualified Chartered Accountant and Law Graduate. She is registered with the Bar Council of Delhi and a practising Senior Advocate. She has over 25 years of experience in handling Civil Suits, Commercial Courts matters, Arbitrations, Writ Petitions, Corporate Commercial Transactions, Real Estate Advisory, Criminal matters, Constitutional issues, Appearances at Tribunals and Courts. She has also taught as Adjunct Professor at Jindal Global Law University and is also engaged with two NGOs working for women empowerment. Presently, She is an Independent Director on the Board of Ethos Limited</p>

Name of the Director	Mr. Jai Vardhan Saboo	Mr. Sanjiv Sachar	Mr. Nagarajan Subramanian	Mrs. Neelima Tripathi
Qualification	M. Tech, MBA.	Mr. Sanjiv was Government of India's nominee for five years on the first board constituted of Indian Institute of Management, Rohtak. In addition, he was the member of the Strategic Advisory Committee of the Board on HR for Bank of Baroda. He is currently on the boards of HDFC Bank and KDDL Chandigarh (holding company of Ethos Watches). In addition, Mr. Sanjiv is the Chairman of Delhi Chapter of Social Venture Partners, a global philanthropic network.	Ltd., just to name a few. Presently, he is an Independent Director on the Board of Ethos Limited. He is a life-time member of Centre for Independent Directors (IICA)	B.A (Hons.) Economics, Qualified Chartered Accountant and Law Graduate.
No. Board Meetings attended in financial year 2021-22	4	10	NA	NA
Directorship held in other Public companies (excluding foreign company and section 8 company)	NA	HDFC Bank	Ethos Limited	Ethos Limited
Membership/ Chairmanship of Committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA	Member of Audit Committee of HDFC Bank	Member of Audit Committee	NA
Number of shares held in the Company	-	1521	-	-
Relationships with other directors/KMP	He is brother of Mr. Yashovardhan Saboo, Chairman & Managing Director of the Company.	NA	NA	NA