

# 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/2025-26/23**

**Date: 19<sup>th</sup> July, 2025**

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: Disclosure under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Postal Ballot Notice**

Dear Sir/Madam,

In compliance with the Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith Postal Ballot Notice, seeking approval of the Shareholders of the Company, by way of remote e-voting process, in respect of the resolutions as set out in the said Notice.

The Postal Ballot Notice has been sent only through electronic mode to those Shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, 11<sup>th</sup> July, 2025 ("Cut-off Date") and whose e-mail addresses are registered with the Company or with the Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members for the purpose of casting their votes electronically on the resolutions set forth in the Postal Ballot Notice.

The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date, i.e., Friday, 11<sup>th</sup> July, 2025. The remote e-voting period will commence on Sunday, 20<sup>th</sup> July, 2025 at 9:00 a.m. IST and will end on Monday, 18<sup>th</sup> August, 2025 at 5:00 p.m. IST. During this period, Members holding shares as on the Cut-off date may cast their votes electronically. Once the vote is cast, it cannot be changed subsequently.

The results of the e-voting will be announced within two working days from the conclusion of the e-voting period. The results will be submitted to the Stock Exchanges in compliance with the Listing Regulations and will also be uploaded on the websites of the Company (<https://www.kddl.com>) and NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

Please take the above information on record.

Thanking you,

Yours truly

**For KDDL Limited**

**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

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that the resolutions set out below are proposed for approval by the members of KDDL Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

#### Special Business:

#### 1) To appoint Mr. Chitranjan Agarwal (DIN: 00095715) 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 the Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 19<sup>th</sup> May, 2025, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Chitranjan Agarwal (DIN: 00095715), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors w.e.f 19<sup>th</sup> May, 2025 and holds office up to the date of ensuing 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 5 (five) consecutive years commencing from 19<sup>th</sup> May, 2025 to 18<sup>th</sup> May, 2030."

**"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.”

**2) To appoint Mr. Anurag Maheshwari (DIN: 02872318) 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 the Nomination & Remuneration Committee and Board of Directors through resolution passed by circulation dated 27<sup>th</sup> May, 2025 and 30<sup>th</sup> May, 2025 respectively, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Anurag Maheshwari (DIN: 02872318), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors w.e.f 30<sup>th</sup> May, 2025 and holds office up to the date of ensuing 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 5 (five) consecutive years commencing from 30<sup>th</sup> May, 2025 to 29<sup>th</sup> May, 2030.”

“**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: 19<sup>th</sup> July, 2025**

**Place: Chandigarh**

**By order of the Board of Directors of KDDL Limited**

**Brahm Prakash Kumar**  
**Company Secretary**  
**M. No. F7519**

**KDDL Limited**

CIN – L33302HP1981PLC008123

Registered office- Plot no. 3, Sector III, Parwanoo-173 220, Himachal Pradesh

Corporate office – S.C.O. 88-89, Sector 8 C, Madhya Marg, Chandigarh 160 009

website : [www.kddl.com](http://www.kddl.com)

Email : [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com)

**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, 11<sup>th</sup> July, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.
4. This Postal Ballot Notice will also be available on the Company's website at [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, and on the website of NSDL at <https://eservices.nsdl.com>
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the RTA of the Company at <https://www.masserv.com>) duly filled and signed along with requisite supporting documents to Mas Services Limited (Registrars & Share Transfer Agent) T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. In accordance with the rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Ajay K. Arora, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman or Company Secretary. The results of e-voting shall be submitted to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed within a period of two (2) working days from the conclusion of e-voting. The same would also be available on the website of the Company i.e. [www.kddl.com](http://www.kddl.com).
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Monday, 18<sup>th</sup> August, 2025.

## 9. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING:

- (i) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (ii) The remote e-voting period commences from 9 a.m. IST on Sunday, 20<sup>th</sup> July, 2025 and ends at 5 p.m. IST on Monday, 18<sup>th</sup> August, 2025. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company Bank as on Friday, 11<sup>th</sup> July, 2025 being the cut-off date fixed for the purpose.
- (iv) Members holding shares either in physical form or dematerialized form, as on the Cut-off (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.
- (v) The procedure for remote e-voting is as under:

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

## INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING:

### **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 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.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein

you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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. 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 hold 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911

**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.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 at ([investor.complaints@kddl.com](mailto:investor.complaints@kddl.com)). 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) at [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

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

### **ITEM NO. 1**

The Board of Directors, pursuant to the recommendations of Nomination and Remuneration Committee, appointed Mr. Chitranjan Agarwal (DIN: 00095715) as an Additional (Independent) Director of the Company with effect from 19<sup>th</sup> May, 2025 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of ensuing 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 read, 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.

Further, in accordance with regulation 17(1C)(a) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Chitranjan Agarwal for the office of Independent Director of the Company.

Mr. Chitranjan Agarwal (DIN: 00095715) 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. Chitranjan Agarwal (DIN: 00095715) 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. Chitranjan Agarwal (DIN: 00095715) as an Independent Director for a term of 5 (five) consecutive years w.e.f. 19<sup>th</sup> May, 2025 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.

None of the Directors and Key Managerial Personnel or their relatives except appointee himself, are in any way, concerned or interested in the resolution set out at item no. 1 of the notice.

The Board recommends the Resolution set out at item no. 1 of the notice for the approval of the members as a Special Resolution.

### **ITEM NO. 2**

The Board of Directors, pursuant to the recommendations of Nomination and Remuneration Committee, appointed Mr. Anurag Maheshwari (DIN: 02872318) as an Additional (Independent) Director of the Company with effect from 30<sup>th</sup> May, 2025 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of ensuing 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.

Further, in accordance with regulation 17(1C)(a) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Anurag Maheshwari for the office of Independent Director of the Company.

Mr. Anurag Maheshwari (DIN: 02872318) 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. Anurag Maheshwari (DIN: 02872318) 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. Anurag Maheshwari (DIN: 02872318) as an Independent Director for a term of 5 (five) consecutive years w.e.f. 30<sup>th</sup> May, 2025 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.

None of the Directors and Key Managerial Personnel or their relatives except appointee himself, are in any way, concerned or interested in the resolution set out at item no. 2 of the notice.

The Board recommends the Resolution set out at item no. 2 of the notice for the approval of the members as a Special Resolution.

**Date: 19<sup>th</sup> July 2025**

**Place: Chandigarh**

**By order of the Board of Directors of KDDL Limited**

**Brahm Prakash Kumar**  
**Company Secretary**  
**M. No. F7519**

**KDDL Limited**

CIN – L33302HP1981PLC008123

Registered office- Plot no. 3, Sector III, Parwanoo-173 220, Himachal Pradesh

Corporate office – S.C.O. 88-89, Sector 8 C, Madhya Marg, Chandigarh 160 009

website : [www.kddl.com](http://www.kddl.com)

Email : [investor.complaints@kddl.com](mailto:investor.complaints@kddl.com)

## ANNEXURE A

### Additional Information on Directors seeking Appointment [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and (SS - 2 Secretarial Standards on General Meetings)

<b>Name of the Director</b>	<b>Mr. Chitranjan Agarwal (DIN: 00095715)</b>	<b>Mr. Anurag Maheshwari (DIN: 02872318)</b>
<b>Date of Birth</b>	28 <sup>th</sup> January, 1967	25 <sup>th</sup> December, 1973
<b>Date of first appointment on the Board</b>	19 <sup>th</sup> May, 2025 as an Additional (Independent) Director	30 <sup>th</sup> May, 2025 as an Additional (Independent) Director
<b>Date of re-appointment</b>	NA	NA
<b>Brief Resume, Expertise in specific functional areas</b>	<p>Mr. Chitranjan is a Chartered Accountant (ICAI) &amp; Lawyer (Faculty of Law, Delhi), ICAI Certified Specialisations, Anti Money Laundering, CSR (Corporate Social Responsibility), Forensic and Fraud Accounting, GST and AI in Accounting.</p> <p>He is having nearly 35 years' experience in governance, risk, compliance, transaction advisory, international tax FEMA and corporate law.</p> <p>He specialises in advising targeting growth path for small and mid-cap firms. His industry exposure is broad and diverse encompassing sectors such as engineering, defence, beverages, pharma, healthcare, luxury retail, IT, startups and textiles.</p>	<p>Mr. Anurag holds an MBA in HR from XLRI, Jamshedpur, and a Bachelor's in Engineering from BIT, Mesra, Ranchi.</p> <p>He is an accomplished, seasoned executive with over 25 years of global leadership experience in talent acquisition, executive search, and human capital assessments in the IT digital products and services industry.</p> <p>He is presently serving as the Managing Director of Otsima Talent Solutions. He runs a cross-border, boutique executive search firm focused on senior hiring and leadership assessments in international geographies for high-growth technology and digital transformation companies across various industry verticals. He partners with globally renowned IT services organizations and is credited with hiring some of the most well-known leaders in the industry, including CXOs, Business Unit Heads, and Sales Leaders.</p> <p>Anurag was the Geo Lead for Talent Acquisition at Infosys, where he led and managed large-scale recruitment efforts across North America, India,</p>

		<p>and APAC. He was responsible for several technology, delivery, sales, consulting, and outsourcing hiring pursuits at the leadership and Board levels. His expertise lies in building impactful, diverse leadership teams, scaling global talent functions, and being a trusted advisor to C-suite executives on human capital strategies.</p> <p>Prior to that, Anurag worked in Tata Motors' Management Services division as IT Support and in Nestlé as a Personnel Executive.</p>
Qualification	Chartered Accountant, LLB and ICAI Certified Specialisations, Anti Money Laundering, CSR (Corporate Social Responsibility), Forensic and Fraud Accounting, GST and AI in Accounting.	MBA in Human Resources and a bachelor's degree in engineering.
No. Board Meetings attended	FY2024-25: NA FY2025-26: 2 (Two)	FY2024-25: NA FY2025-26: 1 (One)
Directorship held in other Public companies (excluding foreign Company and section 8 Company)	Nil	Nil
Membership/ Chairmanship of Committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the Company	9,329 equity shares	Nil
Relationships with other Directors/KMP	Not Related	Not Related
Listed entities from which the person has resigned in the past three years	Resigned from Ethos Limited on 15 <sup>th</sup> April, 2025 as Non-Executive Non-Independent Director	NA

Remuneration last drawn	FY2024-25: NA FY2025-26: Rs. 75,000	FY2024-25: NA FY2025-26: Rs. 37,500
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**Date: 19<sup>th</sup> July 2025**

**Place: Chandigarh**

**By order of the Board of Directors of KDDL Limited**

**Brahm Prakash Kumar**  
**Company Secretary**  
**M. No. F7519**

**KDDL Limited**

CIN – L33302HP1981PLC008123

Registered office- Plot no. 3, Sector III, Parwanoo-173 220, Himachal Pradesh

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