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

Date : 25th June, 2018

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

Trading Symbol : KDDL

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

Scrip Code : 532054

Subject: Notice of 38th Annual General Meeting of the Company

Dear Sir/ Madam,

Further to our letter dated 22nd June, 2018 regarding notice of 38th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, 14th July, 2018 at 12:30 p.m. at Hotel Timber Trail Resort, Parwanoo, Distt. Solan, (H. P) – 173220, we are enclosing herewith revised notice of AGM including Addendums.

Kindly take the same on record.

Thanking you,

Yours truly

For KDDL Limited

Brahm Prakash Kumar
Company Secretary

KDDL LIMITED

KDDL Limited

(CIN - L33302HP1981PLC008123)
Registered Office: Plot No 3, Sector-III, Parwanoo, Distt. Solan, (H.P.) - 173220
Email: investors.complaints@kddl.com, Website: www.kddl.com
Phone: 0172-2548223/24 & 27, Fax: 0172-2548302

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of KDDL Limited will be held at **Hotel Timber Trail Resorts, Parwanoo, Distt. Solan (H.P.) - 173220** on Saturday, 14th July 2018 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone as well as Consolidated) for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon.

2. To consider and declare final dividend of Rs. 2.50 per equity share for the financial year 2017-18.

3. To re- appoint Mr. Sanjeev Kumar Masown, who retires by rotations at this Annual General Meeting and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

4. **Authorisation for borrowings by way of unsecured fixed deposits from 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) there of for the time being in force), approval of the shareholders of theCompany, be and is hereby, accorded to the Board of Directors of the Company to invite and accept from its members by way of unsecured Fixed Deposits subject to compliance of all the conditions and maximum limits as provided under Section 73 of the act or any other applicable provisions of the act read with rules made there under.

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

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

Date:14 May, 2018
Place: Gurugram, Haryana

By Order of the Board

Raman Sood
Company Secretary
Membership no. F3722

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 7th July, 2018 to 14th July, 2018 (both days inclusive) for the purpose of 38th Annual General Meeting (AGM) and payment of final dividend for the financial year 2017-18, if declared at AGM.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the details pertaining to Special Business at the meeting, is annexed hereto.

3. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting/AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need no be a member of the Company. The instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding on the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

   A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. 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.

5. 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 .

6. 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.

7. 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.

8. 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.

9. The Notice of 38th Annual General Meeting *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being set by the permitted mode.

10. The Shareholders who have not registered their e-mail address are requested to update their e-mail addresses with their depository participants to enable the Company to send all the communications including Annual Report, Notices, Circulars, etc. electronically.

11. Members may also note that the Notice of 38th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website 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: investors.complaints@kddl.com.

12. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

13. 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.

14. **Voting through electronic means:**

    I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

    I. Launch internet browser by typing the URL: https://evoting.karvy.com.

    ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

    iii. After entering these details appropriately, click on “LOGIN”.

    iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmostcare to keep your password confidential.

    v. You need to login again with the new credentials.

    vi. On successful login, the system will prompt you to select the “EVENT” i.e., 'Name of the Company”

    vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ajaykcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " Corporate Name_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Mr. Suresh Babu D, (Unit: KDDL Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on 11th July, 2018 (10.00 A.M. IST) and ends on 13th July, 2018 (5.00 P.M.IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th July, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 7th July, 2018.

e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 7th July, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> In12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE>

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available

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

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 makes it mandatory for the Company to obtain approval of General Meeting before accepting any borrowing from the shareholder by way of Fixed Deposits.

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

In view of above, it is therefore necessary for the shareholders to pass an ordinary resolution required under section 73(2) and other applicable provisions of the Companies Act, 2013 as set out at Item No 4 of the notice.

None of the Directors of the Company and /or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the Special Resolution set out at item no. 4 of the notice for the approval of the Members.

Date:14 May, 2018
Place: Gurugram, Haryana

By Order of the Board

Raman Sood
Company Secretary
Membership no. F3722

Brief Resume of the Director being re-appointed at the Annual General Meeting of the Company :

Name of the Director	:	Sanjeev Kumar Masown		
Date of Birth	:	30th September, 1969		
Date of first Appointment	:	30th May, 2016 as an Additional Director		
Qualification and experience in specific functional areas	:	He is M.Com and Cost & Management Accountant (CMA). He has more than 25 years of experience in different manufacturing Companies. He is also Chief Financial Officer (CFO) of the Company since 2011 In addition to his role as CFO, he is the Business Head for Precision Engineering, Watch Dials and Packaging business of the Company.		
List of companies in which he holds Directorship	:	Satva Jewellery & Design Limited		
List of companies in which he holds the membership of the Committee	:	KDDL Limited	Stakeholders Relationship Committee	Member
Disclosure of relationships between directors inter - se;		Not Applicable		
Shareholding as on 31st March, 2018		2,000 Equity Shares		

KDDL Limited

(CIN - L33302HP1981PLC008123)
Registered Office: Plot No 3, Sector-III, Parwanoo, Distt. Solan, (H.P.) - 173220
Email: investors.complaints@kddl.com, Website: www.kddl.com
Phone: 0172-2548223/24 & 27, Fax: 0172-2548302

FIRST ADDENDUM TO NOTICE OF 38TH ANNUAL GENERAL MEETING OF KDDL LIMITED

In continuation to the Notice of 38th Annual General Meeting ["AGM"] of the members of KDDL Limited ["the Company"] dated 14th May, 2018, scheduled to be held on Saturday, 14th July, 2018 at 12:30 p.m. at Hotel Timber Trail Resorts, Parwanoo, Distt. Solan, (H.P.) - 173220, which is being sent herewith to members of the Company, **NOTICE** is hereby given that the following additional Special Business will also be transacted at the AGM and this Notice be read in continuation to the aforesaid notice.

SPECIAL BUSINESS:

5. **Increase the aggregate limit for investment by the Foreign Portfolio Investors (FPIs) and Foreign Institutional Investors (FIIs) from 24 % to 49% of the paid up capital 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 Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and all other applicable rules & regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorised committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to permit Foreign Portfolio Investors (FPIs), Foreign Institutional Investors (the "FIIs") registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FIIs/FPIs in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

"FURTHER RESOLVED that the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose) be and it is hereby authorised to settle all matters arising out of and incidental to the abovementioned increase in FIIs/FPIs limits and further take all actions as it may, in its absolute discretion, deem necessary to give effect to this Resolution."

6. **To increase the overall limit of investments / giving loans/guarantees / providing securities in terms of Sec 186 of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession to the earlier resolutions passed in this behalf and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) the consent of the shareholders of the Company be and is hereby accorded to the Board (a) to give any loan to any body corporate(s) / person (s); (b) to give any guarantee or to provide any security in connection with a loan given to any person or other body corporates including any subsidiary; (c) to

acquire by way of subscription, purchase or otherwise, the securities of any other body corporate including any subsidiary or joint venture entity from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company to the extent permitted under applicable laws, upto an aggregate amount not exceeding Rs. 300 Crores (Three Hundred Crores Only) excluding Rs. 200 Crores (Two Hundred Crores Only) already approved by way of Special Regulations through postal ballot on 16th April, 2016, outstanding at any time notwithstanding that such investments made or to be made, outstanding loans given or to be given and guarantees and security provided or to be provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

7. Further Issue of Equity Shares

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

"RESOLVED THAT in accordance with:

a) the provisions of Sections 42, 62 and other relevant provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and

b) Listing Agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and traded, read with the provisions of the Securities & Exchange Board of India(Listing obligations and Disclosure Requirement) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)) ("Listing Regulations") and

c) the provisions of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and

d) the provisions of Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("FEMA") and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and

e) the relevant provisions of the Memorandum and Articles of Association of the Company and

f) all other applicable rules, regulations, statutes, notifications, circulars, clarifications and/or guidelines, as may be applicable, as amended from time to time by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Securities Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange Board of India Limited (collectively referred to as "Stock Exchanges"), the Reserve Bank of India ("RBI") and/or any other regulatory body or authority as may be applicable and

g) subject to all requisite approvals, consents, permissions or sanctions (if any), as may be required from any regulatory/statutory authorities including GOI, MCA, SEBI, RBI and Stock Exchanges or other competent authority or any bank or financial institution (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required and

h) subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Appropriate Authorities while granting any such approvals, permissions and

sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee constituted or to be constituted by the board to exercise its powers including the powers conferred by this resolution and

i) subject to such conditions and modification as may be considered appropriate by the Board, consent and approval of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches, such number of securities for an aggregate amount upto Rs. 30,00,00,000 (Thirty Crores only) by way of Qualified Institutional Placement (QIP) and/or Preferential Allotment and/or through any other permissible mode and/or combination thereof in accordance with the provisions of ICDR Regulations or other applicable laws, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who are authorized to invest in Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called the "Investors"), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions. considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary, in one or more tranche or tranches, at such price or prices as may be computed in terms of applicable regulations at the Board's absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other category of investors at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors as the Board may in its absolute discretion may deem fit and appropriate."

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of ICDR Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue and the pricing shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the ICDR Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said ICDR Regulations.

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

RESOLVED FURTHER THAT the securities to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be locked in as per the provisions of ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the Stock Exchanges, where the Company's existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee formed for the purpose or to an officer of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents and to decide any other related issue.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in

absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms and timing of the issue of Securities including for each tranche of such issue of Securities, finalization and approval of the offer document(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium / discount amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Securities and for other related matters without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. Approval for change in Share Capital of Material Subsidiary, Ethos Limited.

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 article number 81-A(3) and other applicable provisions of the Articles of Association of the Company (AOA) and other applicable laws or subject to such other consents, approvals from any other authority as may be required, consent of the shareholders of the Company be and is hereby accorded to the proposed change in the Equity Paid up Share Capital of the material subsidiary Company from Rs. 15,90,85,640 (Fifteen Crores Ninety Lakhs Eighty Five Thousands Six Hundred Forty only) divided into 1,59,08,564 (One Crore Fifty Nine Lakhs Eight Thousands Five Hundred Sixty Four only) Equity Shares of Rs 10 (Ten) each **to** Rs. 17,62,08,910 (Seventeen Crores Sixty Two Lakhs Eight Thousand Nine Hundred Ten only) divided into 1,76,20,891 (One Crore Seventy Six Lakhs Twenty Thousands Eight Hundred Ninety One only) Equity Shares of Rs 10 (Ten) each.

FURTHER RESOLVED that the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose) be and is hereby authorised to settle all matters arising out of and incidental to the change in the share capital of material subsidiary and to do all acts, deeds and things as may deem necessary to give effect to this Resolution."

9. Approval of Material Related Party Transactions

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

"**RESOLVED THAT** pursuant to provisions of regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any amendments thereto and subject to such other approvals and sanctions of any authorities as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred), to enter into contract(s)/arrangement(s)/transaction(s) including investment in the shares (equity/preference), with Ethos Limited, a material subsidiary within the meaning of the aforesaid clause, and a related party, on such terms and conditions as may be mutually agreed upon, the value of which either singly or all taken together may exceed ten per cent of the annual consolidated turnover of the Company as per audited financial statements of the financial year 2017-18;

Description of Contract(s)/Arrangement(s) /Transaction(s)	Period of Contract(s)/ Arrangement(s) / Transaction(s)	Total Cumulative Contract(s)/Arrangement(s) /Transaction(s) value with Related Party
Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees and investment in equity or preference share capital (in the ordinary course of business and on arm's length price)	1st April, 2018 to 31st March, 2019	Rs. 100 Crores

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

10. Re-appointment of Mr. Sanjeev Kumar Masown (DIN-03542390) as Whole time Director-cum-Chief Financial Officer 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, 161, 196, 197 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory medication(s) or re-enactment thereof for the time being in force), and all other applicable laws, if any, and subject to the Articles of Association of the Company, consents and permission as may be necessary, consent of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Sanjeev Kumar Masown holding (DIN-03542390) as Whole time Director (Key Managerial Personnel with functional designation as Chief Financial Officer) of the Company for a period of 3 (three) years w.e.f. 31st May, 2018, upon the terms and conditions and remuneration as set out in the explanatory statement, which may be altered, modified `or varied by the Board of Directors of the Company".

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Whole Time Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the 38th Annual General Meeting (AGM) is annexed hereto.

2. The Board of Directors of the Company ("the Board") at its meeting held on 14th May, 2018 approved the Notice convening the 38th AGM of the Company scheduled to be held on Saturday, 14th July, 2018. Subsequently, the Board at its meeting held on 11th June, 2018 considered and approved this Addendum containing the Special Business to be approved by the Shareholders of the Company at 38th AGM of the Company.
3. Brief profile and other required information about the Director proposed to be re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith.
4. Relevant documents referred to in this Addendum to Notice of 38th AGM shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (11:00 a.m to 2:00 p.m.) on all working days up to and including the date of the Annual General Meeting.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the e-voting for the Resolutions proposed in this Addendum to the Notice of 38th AGM. Furthermore, the Scrutinizer appointed for the ensuing 38th AGM will act as Scrutinizer for the Resolutions proposed in this Addendum.

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

ITEM NO. 5

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, the Foreign Portfolio Investors ("FPIs"), the Foreign Institutional Investors (FIIs) /SEBI approved sub-accounts of FIIs) can, in aggregate, can hold upto 24% of paid-up equity capital of the Company. In accordance with RBI Regulations, the limit of 24% can be increased upto the sectoral cap/statutory ceiling, as applicable, by the Company with the approval of the Board of Directors and the Members through a Resolution and Special Resolution respectively.

To provide more space for the FPIs, FIIs and Foreign Body Corporates to invest in the equity of the Company, it is proposed to enhance the investment limit for the abovementioned persons from 24 % to 49% of the paid-up equity share capital of the Company. The Board at its meeting held on 11th June, 2018 has recommended to increase the limit as above.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item no. 5 of the notice for increase in the limit of shareholding by FPIs, FIIs and Foreign Body Corporates from 24% to 49% of the paid up capital of the Company.

None of the Directors of the Company or Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or subsidiary companies as and when required.

In accordance with the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of the Members by way of Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item no. 6 of the Notice for increase in the overall limit of investments / giving loans/guarantees / providing securities in terms of

Sec 186 of the Companies Act, 2013 not exceeding Rs. 300 Crores (Three Hundred Crores Only) excluding Rs. 200 Crores (Two Hundred Crores Only) already approved by way of Special Regulations through postal ballot on 16th April, 2016,

None of the Directors of the Company or Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

It is proposed to raise the funds to meet the objective of long term capital resources, expansion plans, additional working capital requirements, to make any further investments in its subsidiaries or other general corporate purposes, upto Rs. 30,00,00,000 (Thirty Crores only) by way of Qualified Institutional Placement (QIP) and/or Preferential Allotment and/or through any other permissible mode and/or combination thereof in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 and other applicable laws.

The proposed Special Resolution is an enabling resolution and therefore, the proposal seeks to confer powers to the Board (including a committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law. Accordingly, the Board (including a committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

In accordance with the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), if any, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), approval of members is required way of Special Resolution for making any further issue of Equity Shares or Securities.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item no. 7 of the Notice for further issue of securities as mentioned above.

None of the Directors of the Company or Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

In accordance with the provisions of clause 81-A(3)(A) of the Articles of Association of the Company, any change in the share capital of the material subsidiary, computed on a fully diluted and converted basis, including any change through the issuance of equity share or securities that may be convertible into equity shares of such material subsidiary shall not be undertaken without the prior approval of the members by way of Special Resolution. Since, Ethos Limited which is a material subsidiary of the Company , and also a related party as per Companies Act, 2013, plans to further create 17,12,327 Equity Shares of Rs. 10 each by way of Preferential Allotment and Increase its' paid up equity share capital from Rs. 15,90,85,640 (Fifteen Crores Ninety Lakhs Eighty Five Thousands Six Hundred Forty only) divided into 1,59,08,564 (One Crore Fifty Nine Lakhs Eight Thousands Five Hundred Sixty Four only) Equity Shares of Rs 10 (Ten) each **to** Rs. 17,62,08,910 (Seventeen Crores Sixty Two Lakhs Eight Thousand Nine Hundred Ten only) divided into 1,76,20,891 (One Crore Seventy Six Lakhs Twenty Thousands Eight Hundred Ninety One only) Equity Shares of Rs 10 (Ten) each.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item no. 8 of the Notice for change in the share capital of Ethos Limited, a material subsidiary of the Company.

None of the Directors of the Company or Key Managerial Personnel or their relatives except Mr. Yashovardhan Saboo and Mr. Anil Khanna are concerned and interested in the Special Resolution as set out at Item no. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

ITEM NO. 9

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 23 (4) of the Listing Regulations, the Company is required to obtain prior approval of the members by resolution in case, Related Party Transactions exceed such sum as is specified in the rules/regulations.

However, pursuant to regulation 23(4) of Listing Regulations, approval of the shareholders through Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions (in the ordinary course of business and on arm's length price) to be entered into by the Company, together with transactions already entered into by the Company with Ethos Limited, a material subsidiary and a related party, during the financial year 2018-19 are estimated to exceed 10% of the annual consolidated turnover of the Company as per the Audited Financial statements of the Company for the year ended 31st March, 2018:-

The other related information as envisaged under Companies (Meeting of Board and its Powers) Rules, 2014 and any amendments thereto are given herein below:

1.	Name of the related party and nature of relationship;	Ethos Limited, a material subsidiary
2.	Name of the director or key managerial personnel interested in any contract or arrangement, if any;	Mr. Yashovardhan Saboo Mr. Anil Khanna
3.	Nature of relationship;	Directors in both Companies.
4.	The nature, duration of the contract and particulars of the contract or arrangement, material terms of contract or value;	Nature : Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees and investment in equity or preference share capital Duration : For financial year 2018-19 Value : Rs. 100 Crores Material Terms : As agreed between parties from time to time
5.	Any advance paid or received for the contract or arrangement, if any;	NA
6.	Any other information relevant or important for the members to take a decision on the proposed resolution;	NA

Hence, owing to the materiality of the contract(s)/ arrangement(s)/transaction(s) with Ethos Limited, a material subsidiary, the approval of the members is being sought through this resolution.

None of the Directors of the Company or Key Managerial Personnel or their relatives except Mr. Yashovardhan Saboo and Mr. Anil Khanna are concerned and interested in the Resolution as set out at Item no. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Shareholders.

ITEM NO. 10

The Shareholders at their 36th Annual General Meeting of KDDL Limited held on Friday, 12th day of August, 2016 appointed Mr. Sanjeev Kumar Masown as Whole time Director with functional designation of Chief Financial Officer of the Company for a period of 3 (three) years w.e.f 30th May, 2016.

He is liable to retire by rotation at this AGM and being eligible, has offered himself for reappointment. Pursuant to the recommendation of Nomination and Remuneration Committee Meeting, the Board of Directors, at its meeting held on 11th June, 2018, subject to the approval of Shareholders, has approved the re-appointment and revised the remuneration of Mr. Sanjeev Kumar Masown as Whole time Director (Key Managerial Personnel with functional designation as Chief Financial Officer) of the Company for a period of 3 (three) years w.e.f. 31st May, 2018. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director in terms of section 152 of the Act. Brief resume of Mr. Sanjeev Kumar Masown, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

The details of remuneration are given below:

Particulars	2018-19	2019-20	2020-21
Basic Salary (Per Month)	Rs. 1,84,000	Rs. 2,02,000	Rs. 2,25,000
Other Benefits			
Perquisites / Allowances to be considered in the computation of ceilings of remuneration in Section IV of Part II of Schedule V of the Companies Act, 2013			
House Rent Allowance (Per month)	Rs.1,10,400	Rs.1,21,200	Rs.1,35,000
Special / Floating Allowance (Per month)	Rs. 2,04,550	Rs. 2,26,150	Rs. 2,53,750
Medical Re-imbursement:	For self and family subject to the maximum ceiling of exemption under Income Tax Act.		
Ex-gratia payment as per the policy and criteria of the company.			
Club Fees: Annual fees for maximum of Rs. 25000 per annum for two clubs.			
Group Insurance, Personal Accident Insurance and Mediclaim Insurance for self and family as per the policy of t he company			
Performance Bonus			
He shall be entitled to performance (Financial and Functional) related Bonus or any other allowance / Perquisites as may be approvedby the Board of Directors and remuneration committee as per policy and criteria of the company.	Rs. 28,00,000	Rs. 33,00,000	Rs. 36,00,000
Term Incentive: He shall be entitled to term incentive on the expiry of this contract period			Rs. 25,00,000
Following Perquisites / allowances shall not be considered in the computation of ceilings of the remuneration specified in Section IV of Part II of Schedule V of the Companies Act, 2013. 1. All these benefits are subject to the rules of the company. a. Contributions to Provident Fund, superannuation or annuity fund which are not taxable; b. Gratuity payable up to the limit payable under the Payment of Gratuity Act, 1972; c. Earned leave encashment. d. Children education allowance up to Rs. 12000 p.m. per child for two children. e. Leave Travel Concession for self and family subject to a ceiling of one month's salary or three months' salary over a period of three years.			
2.Provision of car with driver for use on Company's business and telephone(s) or mobile(s) at residence will not be considered as perquisites.			

Terms and Conditions :

1. The Whole time Director shall not become interested or otherwise concerned directly or indirectly in any buying or selling agency of the company without the prior approval of the Board of Directors or any other approvals as may be necessary.
2. The Whole time Director shall not be entitled to sitting fee for attending Board/Committee Meetings of the Company.
3. The Whole time Director shall be liable to retire by rotation as per provisions of the Companies Act, 2013.
4. The Whole time Director shall exercise such powers and functions on such terms as the Board of Directors of the company may prescribe from time to time.
5. The Board of Directors shall have the power to alter, modify, revoke or withdraw all or any of the powers so conferred on whole time director any time during his tenure.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days from 11.00 am to 2.00 p.m. and shall also be available on the website of the company.

None of the Directors of the Company or Key Managerial Personnel or their relatives except Mr. Sanjeev Kumar Masown is concerned or interested in the aforesaid resolution as set out at Item no. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Shareholders.

Date: 11 June, 2018
Place: Gurugram, Haryana

By order of the Board

Brahm Prakash Kumar
Company Secretary
Membership no. 7519

Brief Resume of the Director being re-appointed at the Annual General Meeting of the Company :

Name of the Director	:	Sanjeev Kumar Masown		
Date of Birth	:	30th September, 1969		
Date of first Appointment	:	30th May, 2016 as an Additional Director		
Qualification and experience in specific functional areas	:	He is M.Com and Cost & Management Accountant (CMA). He has more than 25 years of experience in different manufacturing Companies. He is also Chief Financial Officer (CFO) of the Company since 2011 In addition to his role as CFO, he is the Business Head for Precision Engineering, Watch Dials and Packaging business of the Company.		
List of companies in which he holds Directorship	:	Satva Jewellery & Design Limited		
List of companies in which he holds the membership of the Committee	:	KDDL Limited	Stakeholders Relationship Committee	Member
Disclosure of relationships between directors inter - se;		Not Applicable		
Shareholding as on 31st March, 2018		2,000 Equity Shares		

KDDL Limited

(CIN - L33302HP1981PLC008123)
Registered Office: Plot No 3, Sector-III, Parwanoo, Distt. Solan, (H. P) -173220
Email: investors.complaints.com, Website: www.kddl.com
Phone: 0172-2548223/24 & 27, Fax: 0172-2548302

SECOND ADDENDUM TO NOTICE OF 38TH ANNUAL GENERAL MEETING OF KDDL LIMITED

In continuation to the Notice of 38th Annual General Meeting ["AGM"] of the members of KDDL Limited ["the Company"] dated 14th May, 2018, scheduled to be held on Saturday, 14th July, 2018 at 12:30 p.m. at Hotel Timber Trail Resorts, Parwanoo, Distt. Solan, (H. P) -173220, which is being sent herewith to members of the Company, **NOTICE** is hereby given that the following additional Special Business will also be transacted at the AGM and this Notice be read in continuation to the aforesaid notice.

SPECIAL BUSINESS:

11. Further Issue of Equity Shares through Preferential Allotment

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

"RESOLVED THAT in accordance with:

a) the provisions of Sections 42, 62 and other relevant provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and

b) Listing Agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and traded, read with the provisions of the Securities & Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)) ("Listing Regulations") and

c) the provisions of Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and

d) the provisions of Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("FEMA") and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and

e) the relevant provisions of the Memorandum and Articles of Association of the Company and

f) all other applicable rules, regulations, statutes, notifications, circulars, clarifications and/or guidelines, as may be applicable, as amended from time to time by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Securities Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange Board of India Limited (collectively referred to as "Stock Exchanges"), the Reserve Bank of India ("RBI") and/or any other regulatory body or authority as may be applicable and

g) subject to all requisite approvals, consents, permissions or sanctions (if any), as may be required from any regulatory/statutory authorities including GOI, MCA, SEBI, RBI and Stock Exchanges or other competent authority or any bank or financial institution (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required and

h) subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Appropriate Authorities while granting any such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution) and

i) subject to such conditions and modification as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to create, offer, issue and allot 4,16,666 (Four Lakhs Sixteen Thousands Six Hundred Sixty Six) Equity Shares of Rs. 10 each **("Equity Shares"**), on preferential basis for cash at floor price of Rs. 480 (Four Hundred Eighty) per Equity Share (including premium of 470 per Equity Share) subject to pricing guidelines as defined under the provisions of ICDR Regulations, aggregating upto Rs. 20,00,00,000/- (Twenty Crores only), to the following subscribers :

Sr. No.	**Name of the Subscriber**	**Category**	**No. of Shares**	**Total Consideration**
1	Alchemy Leaders of Tomorrow	A scheme launched by a trust, Alchemy Alternative Investment Trust which is organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category III – Alternative Investment Fund vide registration number IN/AIF3/17-18/0381	2,29,166	Rs. 11 crores (Rupees Eleven crores only)
2	Partner Reinsurance Europe SE	A Foreign Portfolio Investor having SEBI registration no. INIRFP238817 and is registered under the Securities Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.	1,87,500	Rs. 9 crores (Rupees Nine crores only)
	Total		**4,16,666**	**Rs. 20 crores (Rupees Twenty crores only)**

(collectively known as "Subscribers")

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

RESOLVED FURTHER THAT the price of the Equity Shares has been calculated in accordance with the provisions of Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 13th June, 2018, being the date falling 30 (thirty) days prior to the date of this Annual General Meeting being held on 14th July, 2018 to approve this offer.

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

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

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the issue, Chairman & Managing Director, Whole Time Director cum Chief Financial Officer and Company Secretary of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the said Issue of Equity Shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making required disclosures to the stock exchanges where the securities of the Company are listed and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to

seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the 38th Annual General Meeting (AGM) is annexed hereto.

2. The Board of Directors of the Company ("the Board") at its meeting held on 14th May, 2018 approved the Notice convening the 38th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, 14th July, 2018. Also, the Board at its meeting held on 11th June, 2018 considered and approved First Addendum containing the Special Business to be approved by the Shareholders at ensuing AGM of the Company. Subsequently, the Funds Raising Committee of the Board of Directors at its meeting held on 15th June, 2018 considered and approved this Addendum containing the Special Business to be approved by the Shareholders of the Company at AGM of the Company.

3. Relevant documents referred to in this Addendum to Notice of AGM shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (11:00 a.m to 2:00 p.m.) on all working days up to and including the date of the AGM.

4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing AGM shall *mutatis-mutandis* apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 38th AGM. Furthermore, the Scrutinizer appointed for the ensuing 38th AGM will act as Scrutinizer for the Resolution proposed in this Addendum.

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

ITEM NO. 11

It is proposed to raise the funds to meet the objective of long term capital resources, expansion plans, additional working capital requirements, to make any further investments in its subsidiaries or other general corporate purposes.

The Board at its meeting held on 11th June, 2018 constituted a Committee of the Board of Directors namely "Funds Raising Committee" ("the Committee") and delegated to the Committee all powers related to funds raising. The Committee at its meeting held on 15th June, 2018, subject to the approval of Shareholders, approved the issue of 4,16,666 (Four Lakhs Sixteen Thousands Six Hundred Sixty Six) of Rs. 10 each ("Equity Shares"), on a preferential basis to the Subscribers for cash at floor price of Rs 480 per Equity Share (including a premium of Rs. 470 per Equity Share) subject to pricing guidelines as defined under the provisions of ICDR Regulations, for a total subscription amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores only).

The issuance of the Equity Shares to the Subscribers on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The Equity Shares allotted to the Subscribers shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

In terms of the provisions of the Companies Act, 201 and the ICDR Regulations, the relevant disclosures / details are given below :

a	The objects of the preferential issue	The funds are required for long term capital resources, expansion plans, additional working capital requirement, to make any further investments in its subsidiaries or other general corporate purposes.
B	The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer	Promoters, Directors or Key Managerial Personnel do not intend to subscribe to the offer.
C	The shareholding pattern of the issuer before and after the preferential issue	As given below:-

Particulars	Pre Issue on 15-06-2018 *			Post Issue	
	No. of shares held	%age of share holding	Preferential Issue of Equity Shares	No. of shares held	%age of share holding (Approx.)
Promoter (A)	52,38,447	46.70	-	52,38,447	45.03
Public (B)	59,78,495	53.30	4,16,666	63,95,161	54.97
Total (A+B)	1,12,16,942	100.00	-	,1 1,6 3,3 608	100.00
Non- Promoter Non Public (C)	-	-	-	-	-
Grand Total (A+B+C)	1,12,16,942	100.00	-	1,16,33,608	100.00

* Including 2,64,150 Equity Shares of Rs. 10 each allotted on 15th June, 2018 to M/s Swades Capital LLC, a promoter group entity, upon conversion of Zero Coupon Convertible Warrants issued on Preferential Basis on 21st December, 2016.

D	The time within which the preferential issue shall be completed	The issue and allotments under preferential issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.
E	The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees , the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential	(1) Alchemy Leaders of Tomorrow, a Scheme launched by a trust, Alchemy Alternative Investment Trust which is organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category III – Alternative Investment Fund vide registration number IN/AIF3/17-18/0381 and a non-promoter group entity. Pre Preferential Issue % holding : Nil Post Preferential Issue % holding : 1.97%

	issue	There is no natural person/individual who are ultimately holding greater than or equal to 25% beneficial ownership interest directly/indirectly in the entity. (2) Partner Reinsurance Europe SE, a Foreign Portfolio Investor having SEBI registration no. INIRFP238817 and is registered under the Securities Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and non-promoter entity. Pre Preferential Issue % holding : 1.08% Post Preferential Issue % holding : 2.65% There is no natural person/individual who are ultimately holding greater than or equal to 25% beneficial ownership interest directly/indirectly in the entity.
F	An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	As the shares of the Company are listed with the BSE Limited and National Stock Exchange of India Ltd.(NSE) for more than twenty six (26) weeks, the same is not applicable to the Company.
G	An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.	As the shares of the Company are listed with the BSE Limited and National Stock Exchange of India Ltd. (NSE) for more than twenty six (26) weeks, the same is not applicable to the Company.
H	Disclosures, similar to disclosures specified in Part G of Schedule VIII, if the issuer or any of its promoters or directors is a wilful defaulter.]	Not Applicable
I	Relevant Date	The Relevant Date is 13th June, 2018 which is 30 days prior to the date of 38th Annual General Meeting for approval of the preferential allotment.
J	The price at which the allotment is proposed;	The equity shares shall be priced at floor price of Rs. 480 (Four Hundred Eighty) per Equity Share of Rs. 10 each (including premium of 470 per Equity Share) subject to pricing guidelines as defined under the provisions of ICDR Regulations.
K	Basis on which the price has been arrived at	In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following :
		a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date. Highest trading volume in respect of the equity shares of the Company has been recorded on National Stock Exchange of India (NSE) during the preceding two weeks prior to the relevant date.

L	Payment and conversion terms	Full consideration shall be paid by the allottees before the time of allotment of such shares.
M	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with ICDR Regulations will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 2.00 p.m. on any working day upto the date of the meeting.
N	Lock In	The Issue shares to be allotted on preferential basis shall be locked-in as under the provisions of Chapter VII of ICDR Regulations.
O	The total number of shares or other securities to be issued.	4,16,666 (Four Lakh Sixteen Thousand Six Hundred Sixty Six) Equity Shares of face value of Rs 10/-each.
P	The class or classes of persons to whom the allotment is proposed to be made.	(i) Alchemy Leaders 0f Tomorrow : a Scheme launched by a trust, Alchemy Alternative Investment Trust which is organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category III – Alternative Investment Fund vide registration number IN/AIF3/17-18/0381 (ii) Partner Reinsurance Europe SE : A Foreign Portfolio Investor having SEBI registration no. INIRFP238817 and is registered under the Securities Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Q	The change in control, if any, in the company that would occur consequent to the preferential offer.	The following is the shareholding structure of the Company :

Particulars	Pre Issue on 15-06-2018			Post Issue	
	No. of shares held	%age of share holding	Preferential Issue of Equity Shares	No. of shares held	%age of share holding (Approx.)
Promoter (A)	52,38,447	46.70	-	52,38,447	45.03
Public (B)	59,78,495	53.30	4,16,666	63,95,161	54.97
Total (A+B)	1,12,16,942	100.00	-	1,16,33,608	100.00
Non-Promoter Non Public (C)	-	-	-	-	-
Grand Total (A+B+C)	1,12,16,942	100.00	-	1,16,33,608	100.00

R	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	The Company has allotted 2,64,150 Equity Shares of Rs. 10 each at a price of Rs. 265 each (including a premium of Rs. 255 each) on 15th June, 2018 to M/s Swades Capital LLC, a promoter group entity, upon conversion of Zero Coupon Convertible Warrants issued on Preferential Basis on 21st December, 2016.

In accordance with the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is required by way of Special Resolution for making any further issue of Equity Shares.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item no. 11 of this addendum for further issue of securities as mentioned above.

None of the Directors of the Company or Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 11 of this addendum for the approval by the Members.

Date: 15 June, 2018
Place: Chandigarh

By order of the Board

Brahm Prakash Kumar
Company Secretary
Membership no. 7519