

ETHOS LIMITED

Registered office: Plot No. 3, Sector – III, Parwanoo, District Solan (Himachal Pradesh) 173 220
Corporate office: S.C.O. 88-89, Sector 8 C, Madhya Marg, Union Territory of Chandigarh 160 009
Corporate Identification Number (CIN): L52300HP2007PLC030800
Tel.: +91 172 2548223/24, Fax: +91 172 2548302,
website: www.ethoswatches.com, email id: investor.communication@ethoswatches.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Thursday, April 20, 2023 at 9:00 a.m. (IST)	Friday, May 19, 2023 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, General Circular Nos. 03/2022 dated May 5, 2022 and General Circular no. 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), to transact the special businesses as set out hereunder by way of postal ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof, is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations, SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and pursuant to the provisions of Section 108 and Section 110 of the Act read with the rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.ethoswatches.com

Special Business

1. **Re-appointment of Mr. Yashovardhan Saboo (DIN – 00012158) as the Chairman and Managing Director of the Company and approval of remuneration thereof**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the members through Postal Ballot on March 5, 2023, pursuant to the provisions of section 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with rules made thereunder, Articles of Association of the Company, on recommendations of the Nomination and Remuneration Committee and Audit Committee read with applicable provisions of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and subject to such conditions and modifications as may be prescribed by the approving/consenting authority(ies) while granting such approvals/permissions, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Yashovardhan Saboo (DIN – 00012158) as the Chairman and Managing Director (‘Key Managerial Personnel’) of the Company w.e.f. 1st April, 2023, for a period of 3 (three) years, i.e., upto 31st March, 2026, upon terms and conditions including remuneration as set out in the Explanatory Statement appended herewith which may be altered, modified or varied by the Board of Directors or any committee thereof of the Company in accordance with all applicable provisions of laws.

RESOLVED FURTHER THAT the Board of Directors 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 as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Ritesh Kumar Agrawal – Chief Financial Officer and Mr. Anil Kumar – Company Secretary of the Company, be and are hereby severally authorised to sign and file the necessary e-form(s) with the Ministry of Corporate Affairs, submitting intimation with all concerned regulatory authorities and to do all such acts, things and deeds as may be necessary to give effect to this resolution.”

By order of the Board of Directors of Ethos Limited

**Anil Kumar
Company Secretary
Membership no. F8023**

March 28, 2023

Ethos Limited

CIN : L52300HP2007PLC030800

Registered office – Plot no. 3, Sector III
Parwanoo 173 220, Himachal Pradesh, India
Corporate office – S.C.O. 88-89, Sector 8 C
Madhya Marg, Chandigarh 160 009, India

www.ethoswatches.com
investor.communication@ethoswatches.com

NOTES:-

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business specified in the Postal Ballot Notice is annexed hereto.
- In accordance with the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

- The Postal Ballot Notice is being sent via email only to the members of the Company, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) **on April 14, 2023 (the cut-off date)**. Any person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent (RTA). The same will also be available on the Company's website www.ethoswatches.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Private Limited (KFinTech/RTA) at <https://evoting.kfintech.com/>
- In terms of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and the relevant MCA Circulars, the Item of Special Business set out in this Postal Ballot Notice is sought to be passed by Postal Ballot – remote e-voting only.
- The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of April 14, 2023.
- The Company is providing e-voting facility of its Registrar and Share Transfer Agent – KFIN Technologies Limited, to enable those Members who wish to cast their votes electronically. The e-voting commences on **Thursday, April 20, 2023 at 9.00 a.m. IST and ends on Friday, May 19, 2023 at 5.00 p.m. IST**. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
- The Company has appointed CS Jaspreet Singh Dhawan, Practicing Company Secretary (Membership no. FCS 9372 and Certificate of Practice no. 8545) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
- The result of the Postal Ballot shall be declared by Chairman and Managing Director on or before May 22, 2023 and will be displayed on the Company's website at www.ethoswatches.com and shall also be displayed on the website of KFin Technologies Limited (KFinTech) at <https://evoting.kfintech.com> in terms of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.
- The resolutions, if approved by the requisite majority, shall be deemed to have been passed on May 19, 2023 i.e., the last date specified for remote e-voting.

a) PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

I. For individual shareholders holding securities in demat form

In terms of the SEBI circular dated 9th December, 2020 on e-voting facility provided by listed companies, Individual shareholders holding shares of the Company in demat mode are allowed to vote through their demat account maintained with 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 shares in demat mode, as devised by the Depositories, is given below:

NSDL	CDSL
1. User already registered for IDeAS facility of NSDL: <ol style="list-style-type: none"> Type in the browser / click on the e-Services link: https:// eservices.nsdl.com Click on the 'Beneficial Owner' icon under 'IDeAS' section. A new page will open. Enter your User ID and 	1. User already registered for Easi/Easiest facility of CDSL: <ol style="list-style-type: none"> Type in the browser / click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com Click on New System Myeasi / Login to My Easi

<p>Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'.</p> <p>iv. Click on 'Active E-Voting Cycles' option under e-Voting.</p> <p>v. Click against Company's name or e-Voting service provider (KFintech) and you will be re-directed to e-Voting page of service provider i.e. KFintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>	<p>option under Quick Login.</p> <p>iii. Enter your User ID and Password for assessing Easi / Easiest.</p> <p>iv. Click against Company's name or e-Voting service provider ('KFintech') and you will be re-directed to e- Voting page of service provider i.e. KFintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>
<p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <p>i. To register type in the browser /click on, any of the following e-Service link: https://eservices.nsd.com Or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Select 'Register Online for IDeAS'</p> <p>iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</p> <p>iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>	<p>2. User not registered for Easi/Easiest facility of CDSL:</p> <p>i. To register type in the browser /click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</p> <p>iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>
<p>3. Alternatively, User may directly access the e-Voting website of NSDL:</p> <p>i. Type in the browser /click on the following link: https:// www.evoting.nsd.com/</p> <p>ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section.</p> <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to e-Voting page on NSDL website.</p> <p>v. Click on 'Active E-Voting Cycles / VC or OAVMs' option under e-Voting. Click against Company's name or e-Voting service provider ('KFintech') and you will be re-directed to e-Voting page of service provider i.e. KFintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>	<p>3. Alternatively, User may directly access the e-Voting website of CDSL:</p> <p>i. Type in the browser /click on the following link: www.cdslindia.com.</p> <p>ii. Click on E-Voting and enter your DP ID & Client ID and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv. After successful authentication, you will enter e-voting module of CDSL.</p> <p>v. Click against Company's name or e-Voting service provider ('KFintech') and you will be re-directed to e- Voting page of service provider i.e. KFintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

<p>Contact details of NSDL – In case shareholders face any technical issue: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>	<p>Contact details of CDSL – In case shareholders face any technical issue : Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43 Email as</p>
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recorded in the demat Account.

Procedure for Individual Shareholders (holding securities in demat mode) to login through their demat accounts / website of their Depository Participants

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.
- ii. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL depository site after successful authentication, wherein you can see e-voting feature.
- iii. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period without any further authentication.

II. For non-individual shareholders and shareholders holding shares in physical form

Login method for non-individual shareholders and shareholders holding shares in physical form are given below:

In case a shareholder receives an e-mail from Company/KFintech [for shareholders whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com).
- ii. Enter the login credentials (i.e., user-id and password) mentioned in the email communication. The e-Voting Event Number and your Folio Number or your DP ID - Client ID will be your User- ID.

User – ID: For shareholders holding shares in Demat form:

For NSDL: 8 Character DP ID starting with IN followed by 8 Digits Client ID for CDSL: 16 digits beneficiary ID

User – ID: For shareholders holding shares in Physical Form:

EVEN number followed by Folio No. registered with Company / RTA.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, Click on 'LOGIN'.
- iv. If you are logging in for the first time, 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 utmost care 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 E-Voting Event Number 'EVEN' i.e., Company.
- vii. On the voting page you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. 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 in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN'. If the shareholder 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. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.

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

Any person holding shares in physical form and non- individual members as on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote. Follow the instructions at II (i) to (x) to cast your vote.

III. GENERAL INSTRUCTIONS/INFORMATION TO SHAREHOLDERS FOR VOTING ON THE RESOLUTIONS:

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at jaspreetsdhawan1@gmail.com with a copy marked to einward.ris@kfintech.com and anil.dhiman@ethoswatches.com
- ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section / E- voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. 1800 309 4001. Any grievance relating to e-voting may be addressed to Mr. S V Raju, Deputy General Manager, at e-mail id: einward.ris@kfintech.com or evoting@kfintech.com.
- iii. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) by email to anil.dhiman@ethoswatches.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) to anil.dhiman@ethoswatches.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained in table above.
3. Alternatively, member may send an e-mail request to einward.ris@kfintech.com for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

IMPORTANT NOTES FOR URGENT ATTENTION:

1. In terms of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 and Section 101 read with Rule 18(3) of the Companies (Management and Administration) Rules, 2014, Members, who have not registered / updated their e-mail id(s) with the Company are requested, to kindly provide the said details in order to receive Notices of General Meetings and / or other communications from Company in electronic form.
2. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, directing the issuer company and RTA to collect copy of PAN card and Company Account details of all security holders holding securities in physical form, all Shareholders of the Company who hold shares in physical form are requested to furnish the copy/ies of PAN card of first named shareholder & all joint shareholders and furnish Company account details (if not already furnished) in the requisite form, which is available on Company's website www.ethoswatches.com. Duly filled in form, along with the documents mentioned therein, may please be submitted to the addresses provided therein. This will facilitate compliance of SEBI's aforesaid circular and payment of dividend (declared, if any) through RBI approved Electronic mode of payment such as ECS [LECS (Local ECS) /RECS (Regional ECS) / NECS (National ECS)], NEFT etc., in the mandated Company Account of the Shareholder/s.
3. In terms of Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI has laid down common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Copies of the said Circulars together with

relevant forms are available on the website of Company at www.ethoswatches.com and that of KFin Technologies Limited (KFintech), viz. RTA of the Company at www.kfintech.com.

Accordingly, it is in your interest to submit the KYC documents and update nominee details as mandated in the above mentioned circular. Folios wherein any one of the KYC details or nominee details are not available on or after April 1, 2023, shall be frozen by KFintech / Company in terms of the said Circulars. The frozen folios will be referred by KFintech / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

4. SEBI guidelines encourage all shareholders to hold their shares in Demat form. The shareholder/s, who hold their shares in physical form are requested to convert their shareholdings from physical form to Demat form at the earliest, after opening a Demat Account with any SEBI registered Depository Participant.

Explanatory Statement in pursuance to the provisions of section 102 of the Companies Act, 2013 in respect of Special Business as provided in the Notice of Postal Ballot

Item no. 1

Pursuant to the recommendations of Nomination and Remuneration Committee and Audit Committee in its meetings held on November 3, 2022, the Board of Directors (at its meeting held on November 3, 2022) had recommended re-appointment of Mr. Yashovardhan Saboo (DIN – 00012158) as the Chairman and Managing Director of the Company with effect from 1st December, 2022 for a term of 1 (one) year, that is, up to 30th November, 2023 without remuneration as his earlier term of re-appointment expired on 30th November, 2022 except for the payment of sitting fees for attending the various Board and Committee meetings of the Company held from time to time. The aforesaid ordinary resolution was passed by the members of the Company through postal Ballot on 5th March, 2023.

However, the members of Nomination and Remuneration Committee and Audit Committee at its meeting held on March 28, 2023 recommended that the current term of re-appointment of Mr. Yashovardhan Saboo, as approved by the members through Postal Ballot on 5th March, 2023, be superseded. The aforesaid Committee members recommended to the Board that Mr. Saboo shall be appointed for a term of 3 (three) years with effect from 1st April, 2023 upto 31st March, 2026 along with the payment of remuneration subject to approval of members. The Board, on the recommendations of the Nomination and Remuneration Committee and Audit Committee, approved the appointment of Mr. Yashovardhan Saboo as the Chairman and Managing Director of the Company for a term of 3 (three) years with effect from 1st April, 2023 upto 31st March, 2026 at a remuneration, the details of which is provided hereunder.

The terms and conditions relating to remuneration of Mr. Yashovardhan Saboo as approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee and Audit Committee of the Company, are given below:-

Particulars	Amount in Rs.		
	w.e.f. 01.04.2023 to 31.03.2024	w.e.f. 01.04.2024 to 31.03.2025	w.e.f. 01.04.2025 to 31.03.2026
Fixed salary	1,93,00,000	2,12,30,000	2,33,53,000
Variable pay*	38,60,000	42,46,000	46,70,600
Total remuneration	2,31,60,000	2,54,76,000	2,80,23,600

*Not Exceeding 20% of the Fixed Pay as decided by the Nomination and Remuneration Committee, Audit Committee and Board, every year on the basis of Key Responsibility Areas fixed for the Chairman and Managing Director.

Mr. Yashovardhan Saboo shall not be paid any sitting fees for attending the Board meetings and/or any Committee meetings.

Mr. Yashovardhan Saboo is also serving as the Chairman and Managing Director of KDDL Limited, Holding Company. The re-appointment and payment of remuneration of Mr. Yashovardhan Saboo as Chairman and Managing Director of KDDL Limited was approved by way of Special Resolution by its members at the 40th Annual General Meeting held on September 23, 2020 for a period of 3 (three) years with effect from 1st April, 2020 upto March 31, 2023 upon the following terms and conditions:-

Amount in Rs. lacs			
Particulars	2020-21	2021-22	2022-23
Salary	1,05,00,000	1,14,00,000	1,20,00,000
Perquisites	63,76,466	67,25,666	70,10,866
Bonus	95,00,000	1,00,00,000	1,10,00,000
Total	2,63,76,466	2,81,25,666	3,00,10,866
Other perquisites (not included in the computation of the ceiling on remuneration, specified under applicable provisions of Companies Act)	17,64,807	19,16,077	20,16,923
Grand Total	2,81,41,273	3,00,41,743	3,20,27,789

The aforesaid remuneration being paid to Mr. Yashovardhan Saboo as the Chairman cum Managing Director of KDDL Limited, Holding Company, along with the remuneration proposed in Ethos Limited is exceeding the limits of yearly remuneration paid on the basis of effective capital pursuant to Part II, Section II (Clause A) of Schedule V of the Companies Act, 2013. As such, the approval of the members is being sought by way of a Special Resolution in terms of provisions of Companies Act, 2013 read with Schedule V and rules made thereunder to the terms, conditions and stipulations for the re-appointment of Mr. Yashovardhan Saboo as Chairman and Managing Director of the Company and the remuneration payable to him.

The terms and conditions proposed by the Board of Directors at their meeting held on March 28, 2023 are keeping in line with the remuneration package that is necessary for the important position to encourage good professional managers with a sound career record to important position as that of the Chairman and Managing Director. The particulars of information, pursuant to the provisions of Part II, Section II (Clause A) of Section V of the Companies Act, 2013 are as under:-

I. General Information				
(1)	Nature of industry	Retail chain of Luxury Swiss Watches		
(2)	Date or expected date of commencement of commercial production	Not applicable (Company is an existing Company)		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
(4)	Financial performance based on given indicators	Amount in Rs. lacs		
		Particulars	March 31, 2022 (Standalone)	March 31, 2022 (Consolidated)
		Total income	59,076.24	59,006.20
		Total expenditure	(51,149.91)	(51,037.87)
		EBITDA	7,926.33	7,968.33
		Profit after Tax	2,336.30	2,338.80
		Total comprehensive income for the year	2,337.64	2,340.04

	(5)	Foreign investments or collaborations, if any	None as on the date. However, the Company has invested/proposes to invest CHF 26,25,000 in Swiss entities.
II.	Information about the appointee		
	(1)	Background details	<p>Mr. Yashovardhan Saboo started his career in 1980 as Director of GROZ-BECKERT SABOO LIMITED, Chandigarh – a unit to manufacture precision hosiery and knitting machine needles. He was also Managing Director of the company from 1991 to 1993.</p> <p>In 1983, he set-up KAMLA DIALS AND DEVICES LIMITED, now KDDL Limited, as Managing Director of this company, led it to the position of outstanding market leadership in India, and successfully exporting to Italy, Switzerland and Hong Kong.</p> <p>In 1996, he set up, SABOO Coatings Limited, a joint venture with Berlac AG, Switzerland, in the business of specialty paints and coatings.</p> <p>In 1997, he set up TARATEC SA, a company in Switzerland to spearhead long-term plans for international expansion in watch and related industries.</p> <p>In 2003, he set up ETHOS, India’s Largest chain of Swiss Watch Retail Stores.</p> <p>In 2006, he set up precision stamping division, EIGEN Engineering in Bangalore.</p> <p>In 2007, he founded Pylania SA, Switzerland, the first dial manufacturing unit in Switzerland.</p>
	(2)	Past remuneration	<p>Mr. Yashovardhan Saboo was not drawing any remuneration from the Company since his appointment as the Chairman and Managing Director in the Company except for the payment of sitting fees for attending Board meetings and various Committee meetings. During the year ended 31st March, 2022, Mr. Saboo was paid an amount of Rs. 5.78 lacs.</p> <p>Mr. Yashovardhan Saboo is also drawing remuneration from KDDL Limited, Holding Company as its Chairman cum Managing Director. During the year ended 31st March, 2022, Mr. Saboo was paid an amount of Rs. 300.42 lacs.</p>
	(3)	Recognition or awards	<ul style="list-style-type: none"> • Chairman - CII Chandigarh, 2002 • Founder Member YTTS, an NGO involved with running various school programmes for underprivileged youth. • Actively associated in organizations as Rotary Club Chandigarh, AIESEC, Spic Macay. • Udyog Ratna Award from PHDCCI in 2005 (For valuable contribution to economical development of Himachal Pradesh)
	(4)	Job profile and his suitability; Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Our Company benefits greatly from an experienced management team with deep industry know-how and knowledge. The management team is led by Yashovardhan Saboo, our Managing Director. He was involved in promotion of KDDL in 1981 and has since led it to the position of market leadership in India and abroad. He founded Ethos Limited in the year 2007, in name of Kamla Retail Limited. Mr. Yashovardhan Saboo has vast experience in Management and luxury retail business. Mr. Saboo has rich experience of handling various areas of business and is</p>

		well known in luxury retail industry. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering their general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
(5)	Remuneration proposed	As provided aforesaid
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mr. Yashovardhan Saboo is the Promoter of the Company and is holding 150,138 equity shares (i.e. 0.64% of the paid up capital) in the Company. Mr. Yashovardhan Saboo is related to Mr. Pranav Shankar Saboo, Chief Executive Officer of the Company.
III.	Other Information	
(1)	Reasons of loss or inadequate profits	Currently, the Company has adequate profits.
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavour to achieve.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Yashovardhan Saboo under Section 190 of the Act.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the appointee, is provided as under:-

Name of Director	Mr. Yashovardhan Saboo
DIN	00012158
Date of Birth	August 24, 1958
Age (in years)	64
Date of first appointment on Board	November 5, 2007
Qualification	Post graduate diploma in management from Indian Institute of Management, Ahmedabad, Gujarat.
Experience and Expertise in Specific Functional Area	Has vast experience of over 35 years in manufacturing & retail industry
Terms and conditions of appointment	As provided aforesaid
Remuneration last drawn (in lakhs)	5.78 (in FY 2021-22)
*including sitting fees paid, if any	5.18 (upto date in FY 2022-23)
Number of Board Meetings attended	11 (during the FY 2021-22) 8 (upto date during the FY 2022-23)
Directorship held in other Companies (excluding foreign companies & section 8 companies) (As on March 31, 2022)	7
Chairmanship/ Membership of Committees of the Board of Directors of other companies (As on March 31, 2022)	1
Shareholding as on date	150,138 equity shares
Relationship with other Directors/Key Managerial Personnel(s)	Mr. Pranav Shankar Saboo, CEO of the Company is his son.

The Board now proposes to pass the resolution as set out in Item No. 1 of the Notice as a Special Resolution.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Yashovardhan Saboo and Mr. Pranav Shankar Saboo – Chief Executive Officer of the Company, are concerned or interested in the resolution mentioned at Item no. 1 of the Notice.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members.

By order of the Board of Directors of Ethos Limited

Anil Kumar
Company Secretary
Membership no. F8023

March 28, 2023

Ethos Limited

CIN : L52300HP2007PLC030800

Registered office – Plot no. 3, Sector III

Parwanoo 173 220, Himachal Pradesh, India

Corporate office – S.C.O. 88-89, Sector 8 C

Madhya Marg, Chandigarh 160 009, India

www.ethoswatches.com

investor.communication@ethoswatches.com

ANNEXURE TO THE POSTAL BALLOT NOTICE DATED MARCH 28, 2023 OF ETHOS LIMITED

This is in pursuance to the Postal Ballot Notice dated March 28, 2023 (“Postal Ballot Notice”) approved by the Board of Directors of the Company in its meeting held on March 28, 2023 to all the Members of the Company for obtaining their approval for re-appointment of Mr. Yashovardhan Saboo (DIN – 00012158) as the Chairman and Managing Director of the Company and payment of remuneration thereof as contained in the Postal Ballot Notice.

For better corporate governance and for abundant precaution, the Company observed and deemed it appropriate to bring it to the further notice of members and other stakeholders the following disclosure concerning the terms and conditions relating to re-appointment and remuneration of Mr. Yashovardhan Saboo as approved by the Board of Directors of the KDDL Limited, Holding Company, in its Nomination and Remuneration Committee meeting along with Board meeting held on March 28, 2023 conducted subsequent to the Nomination and Remuneration Committee meeting along with Board meeting of the Company for the approval of this Postal Ballot Notice.

KDDL Limited, Holding Company, at its Nomination and Remuneration Committee meeting along with Board meeting held on March 28, 2023 has approved the re-appointment of Mr. Yashovardhan Saboo as its Chairman cum Managing Director with effect from April 1, 2023 for a period of 3 (three) years upto March 31, 2026 along with the payment of remuneration as per following details, subject to the approval of the members:-

Particulars of remuneration	Rs. in Lacs					
	Financial	year	Financial	year	Financial	year
	2023-24		2024-25		2025-26	
Fixed		338.25		371.98		408.54
Variable (not exceeding)		67.60		74.36		81.80
Long term Incentive (not exceeding)		151.90		167.10		183.80
Total		557.75		613.44		674.14

Save and except the changes mentioned hereinabove, all other details given in the Postal Ballot Notice including the processes, notes and instructions relating to e-voting shall remain unchanged. The Postal Ballot Notice should be read in continuation of and in conjunction with this annexure. This annexure shall be deemed to be an integral part of the Postal Ballot Notice dated March 28, 2023.

By order of the Board of Directors of Ethos Limited

Anil Kumar
Company Secretary
Membership no. F8023

April 17, 2023

Ethos Limited

CIN : L52300HP2007PLC030800

Registered office – Plot no. 3, Sector III

Parwanoo 173 220, Himachal Pradesh, India

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