

AJAY K. ARORA
LL.B., FCS

Ser. Tax No. ADSPA 8498HST001

A. ARORA & CO.

Company Secretaries

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Consolidated Report of Scrutinizer

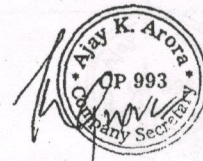
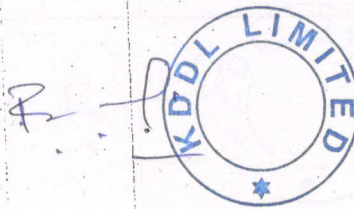
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
KDDL Limited
Plot No. 3, Sector III,
Parwanoo, Himachal Pradesh.

35th Annual General Meeting of the Shareholders of KDDL Limited held on Monday, the 24th August, 2015 at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo 173220, Himachal Pradesh.

Dear Sirs,

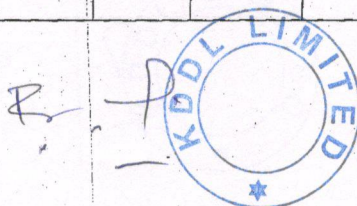
1. I, Ajay K Arora, Practicing Company Secretary, at S.C.O. 64-65, 1st Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of KDDL Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 35th Annual General Meeting (AGM) of the Shareholders of KDDL Limited held on 24th August, 2015 at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo 173-220, Himachal Pradesh.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 35th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited (Karvy) and the report for voting by use of ballots at the meeting.



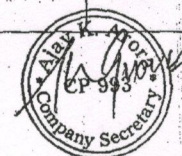
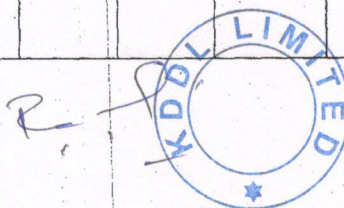
3. The Company had arranged the services of "Karvy" for extending the facility of remote e-voting to the Members of the Company from 21st August, 2015 (from 9.00 A.M.) to 23rd August, 2015 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 24th August 2015 in the presence of two witnesses.
4. At the 35th AGM of the Company held on 24th August 2015, the Chairman announced Poll through Ballot to facilitate the Members present in the Meeting who has not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

The consolidated results of voting are as under:

Item No.	Resolutions	Votes cast In Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
1	Adoption of Audited Accounts of the Company for the financial year ended 31st March, 2015, and the reports of the Board of Directors and the Auditors thereon	44	4749318	100%	0	0	0.00	10	976
2	Declaration and confirmation of Dividend for the year ended 31 st March,	45	4749320	100%	0	0	0.00	9	974



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	2015.								
3	Appoint a director in place of Mr. T.N. Kapoor, who is liable to retire by rotation.	30	415010	08.74%	15	4334310	91.26%	9	974
4	Appoint M/s Walker Chandoik & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.	45	4749320	100%	0	0	0.00	9	974
5	Appointment of Mr. Parveen Gupta as an Independent Director of the Company.	45	4749320	100%	0	0	0.00	9	974
6	Approval of acceptance of deposits from shareholders under Section 73(2) of the Companies Act, 2013.	45	4749320	100%	0	0	0.00	9	974



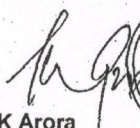
Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
7	Approval for further issue of equity shares through preferential issue as per the provisions of Section 62(1)(c) of the Companies Act, 2013.	45	4749320	100%	0	0	0.00	9	974

Based on the votes cast on aforesaid resolutions by remote e-voting and poll, resolution no. 1, 2, 4, 5, 6, and 7 were passed with requisite majority, whereas, requisite majority was not available to pass resolution no. 3.

6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,

Yours Sincerely,


 Ajay K Arora
 Company Secretary in Practice
 CP No. 993
 FCS No. 2191
 Date: 24-08-2015
 Place : Chandigarh

