

KDDL Limited



Kamla Centre, SCO 88-89, Sector 8-C, Chandigarh - 160 009, INDIA. Tel: +91 172 2548223/24, 2544378/79; Fax: +91 172 2548302, Website: www.kddl.com ; CIN-L33302HP1981PLC008123

Ref : KDDL/CS/2020-21/76

Date : 21st December, 2020

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

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

Trading Symbol : KDDL

Scrip Code : 532054

Subject: Voting Results – Consolidated Scrutinizer Report for NCLT convened Meetings of the Equity Shareholders and Secured Creditors of “KDDL Limited” pursuant to the order dated 10th November, 2020 issued by Hon’ble National Company Law Tribunal (NCLT), Chandigarh Bench in the matter of the Scheme of Amalgamation of Satva Jewellery and Design Limited with KDDL Limited

Dear Sir/ Madam,

Pursuant to regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results and consolidated scrutinizer report of the meetings of Equity Shareholders and Secured Creditors held on 19th December, 2020.

Kindly take the same on record.

Thanking you,

Yours truly

For KDDL Limited



Brahm Prakash Kumar
Company Secretary



Jaspreet Singh Dhawan
B. Com (Hons.), FCS

JASPREET DHAWAN & ASSOCIATES
COMPANY SECRETARIES

Cell: +91-98885-15184

Email: jaspreestdhawan1@gmail.com

House No. 705, Phase-10, Sector-64, Mohali, Punjab-160062

I, **Jaspreet Singh Dhawan**, Practicing Company Secretary, appointed by the NCLT vide the said Orders, as Scrutinizer, to scrutinize the remote e-voting and e-voting process during the aforesaid meeting.

I hereby submit my report as under:

1. Physical copy of the notice in relation to the aforesaid meeting was sent by the Company to all the Equity Shareholders by courier and copy of the notice of the aforesaid meeting was also sent by email to those Equity Shareholders whose email-ids are registered with the Company.
2. The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services (India) Limited (CDSL) to its shareholders holding shares in physical and dematerialized form, as on the cut-off date i.e. Friday, December 11, 2020 to exercise their right to vote to approve the proposed Scheme of Amalgamation as specified in the Notice of NCLT convened meeting.

The details of the members as on cut off date and number of total shares of the Company on cut-off date as under:

No. of Members on cutoff date	No. of Total shares of the Company on cut off date
5021	11650108

3. In accordance with the Notice of the NCLT convened meeting sent to the Members, the voting through remote e-voting was started on Tuesday, December 15, 2020 at 9:00 am and ended on Friday, December 18, 2020 at 5:00 pm. Thereafter, remote e- voting module was disabled by the CDSL.
4. The facility of e-voting during NCLT convened meeting through VC was provided by CDSL pursuant to Ministry of Corporate Affairs ('MCA') circular no. 14 of 2020 dated April 08, 2020, circular no. 17 of 2020 dated April 13, 2020 and circular no. 20 of 2020 dated May 05, 2020.

**JASPREET
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DHAWAN**

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- The shareholders who were present at the NCLT convened meeting through VC and who had not voted through remote e-voting were allowed to cast their votes through e-voting system during the meeting.
- After the closure of e-voting during NCLT convened meeting, the votes cast through remote e-voting and through e-voting during the meeting were unblocked from the website of the CDSL (www.evotingindia.com) in the presence of Ms. Shankhni Bhardwaj and Ms. Komalpreet Kaur on Saturday, December 19, 2020 at 11.14 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

As per the order of NCLT, the quorum fixed for the meeting Equity Shareholders was 1815 shareholders and 40% in value of the equity shareholders. The total number of members who attended the meeting and number of members who casted vote at the meeting is as under:

No. of Members attended Meeting	No. of Members casted vote at the Meeting
51 (Representing 41,80,555 shares i.e 35.89% of the total issued Shares)	1

That since the quorum was not complete, therefore the meeting was adjourned for half an hour and was thereafter reconvened. As per the order of Hon'ble NCLT, the quorum having been deemed complete after the adjournment for half an hour, the meeting was commenced and discussions held and thereafter voting took place.

- The consolidated results of remote e-voting and the e-voting during the meeting are as under:

To approve proposed Scheme of Amalgamation between Satva Jewellery and Design Limited (the 'Transferor Company') and KDDL limited (the 'Transferee Company') and

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Date: 2020.12.20 22:07:53 +05'30'



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their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Act("Scheme").

I. Voted in favour of the resolution:

Type of Voting	Number of Shareholders who voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Remote e- voting and E-voting at the meeting	106	7881379	100

II. Voted against the resolution:

Type of Voting	Number of Shareholders who voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Remote e- voting and E- voting at the meeting	1	2	0.00

III. Invalid Votes:

Type of Voting	Number of Shareholders whose votes were declared invalid	Total number of invalid votes
Voting through Remote e- voting and E-voting at the meeting	0	0

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Accordingly, the proposed resolution approving the Scheme has been approved by the requisite majority of the Equity Shareholders of the Company.

Thanking you,
Yours faithfully,
For Jaspreet Dhawan & Associates
Company Secretary

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abb385ea09c2389738008a0ddc31afcb3aa77,
cn=JASPREET SINGH DHAWAN
Date: 2020.12.20 22:08:50 +05'30'

Jaspreet Singh Dhawan
Proprietor
Scrutinizer appointed by the Hon'ble NCLT
Mem. No. F9372
C.O.P No. 8545
UDIN: F009372B001573660

Name and Address of Witnesses of unblocking of remote e-voting and e-voting during
NCLT convened meeting:

SHANKHNI
BHARDWAJ

Digitally signed by SHANKHNI BHARDWAJ
DN: c=IN, o=Personal,
2.5.4.20=274f86a211c0d6a778c088a686302a77969d2;
email=shankhni@delhi.nic.in, postalCode=110021,
st=DELHI,
serialNumber=336646909281c2049045a7785341c2424c;
F502a83a2d6c33b687a7045a126, cn=SHANKHNI
BHARDWAJ
Date: 2020.12.20 22:12:19 +05'30'

Shankhni Bhardwaj
House No. 224 Phase 3A
Mohali-160059, Punjab

KOMAL
PREET KAUR

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DN: c=IN, o=Personal,
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cn=JASPREET SINGH DHAWAN
Date: 2020.12.20 22:08:50 +05'30'

Komalpreet Kaur
Vill. Datasingh wala, Teh. Narwana
Distt. Jind, 126116, Haryana

PUSHKAR
SOOD

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8554ae7726f0821b538549e88a0d, cn=PUSHKAR
SOOD
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Countersigned by
Pushkar Sood
Chairman for NCLT convened meeting
of KDDL LIMITED



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CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING DURING NCLT CONVENED MEETING OF SECURED CREDITORS OF KDDL LIMITED

[Pursuant to Order dated November 10th, 2020 of the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT' or 'Tribunal') and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof]

Date: 20th December, 2020

To,
Shri Pushkar Sood,
Chairman appointed for NCLT convened meeting of Secured Creditors of KDDL LIMITED
CIN: L33302HP1981PLC008123
Plot no. 3, Sector III,
Parwanoo, Himachal Pradesh-173220

Respected Sir,

Re: NCLT Convened Meeting of the Secured Creditors of KDDL LIMITED (the "Company") held on Saturday, December 19, 2020 at 11:30 a.m. through Video Conferencing (VC).

Pursuant to Order dated November 10, 2020, the Hon'ble NCLT, Chandigarh Bench has directed inter alia to hold a meeting of Secured Creditors of the Company, on Saturday, December 19, 2020 at 11:30 a.m. through Video Conferencing (VC), to consider and if thought fit, to approve with or without modification the proposed Scheme of Amalgamation between "Satva Jewellery And Design Limited" (hereinafter referred to as the "Transferor Company") and "KDDL Limited" (hereinafter referred to as the "Transferee Company") and their respective shareholders and creditors, under Sections

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230 to 232 and other applicable provisions of the Act ('Scheme').

I, **Jaspreet Singh Dhawan**, Practicing Company Secretary, appointed by the NCLT vide the said Order, as Scrutinizer, to scrutinize the remote e-voting and e-voting process during the aforesaid meeting.

I hereby submit my report as under:

1. Notice in relation to the aforesaid meeting was sent by the Company by courier and also by email to the Secured Creditors whose email IDs are available with the Company.
2. The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services (India) Limited (CDSL) to its Secured Creditors as on the cut-off date i.e. Friday, December 11, 2020 to exercise their right to vote to approve the proposed Scheme of Amalgamation as specified in the Notice of NCLT convened meeting.

The details of the number of Secured Creditors as on cut-off date and value of Secured debt of the Company on cut-off date as under:

No. of secured Creditor on cut-off date	Value of secured Debt on Cut-off date (in Rs.)
10	56,59,74,103.00

3. In accordance with the Notice of the NCLT convened meeting sent to the Secured Creditors, the voting through remote e-voting was started on Tuesday, December 15, 2020 at 9:00 a.m. and ended on Friday, December 18, 2020 at 5:00 p.m. Thereafter, remote e- voting module was disabled by the CDSL.
4. The facility of e-voting during NCLT convened meeting through VC was provided by CDSL pursuant to Ministry of Corporate Affairs ('MCA') circular no. 14 of 2020 dated April 08, 2020, circular no. 17 of 2020 dated April 13, 2020 and circular no. 20 of 2020 dated May 05, 2020.

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5. The Secured Creditors who were present at the NCLT convened meeting through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the meeting.
6. After the closure of e-voting during NCLT convened meeting, the votes cast through remote e-voting and through e-voting during the meeting were unblocked from the website of the CDSL (www.evotingindia.com) in the presence of Ms. Shankhni Bhardwaj and Ms. Komalpreet Kaur on Saturday, December 19, 2020 at 01.29 p.m., who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

Under the aforesaid order, the quorum fixed for the meeting of Secured Creditors was 4 in number and 40% in value of the Secured Creditors. Details of Secured Creditors attended the meeting and number of Secured Creditors who casted vote at the meeting is as under:

No. of Secured Creditors attended Meeting	No. of Secured Creditors casted vote at the Meeting
6 (Representing secured debt of Rs. 51,84,23,381.00 i.e. 91.6 % of total secured debt)	NIL

7. The consolidated results of remote e-voting and the e-voting during the meeting are as under:

To approve proposed Scheme of Amalgamation between Satva Jewellery and Design Limited (the ‘Transferor Company’) and KDDL limited (the ‘Transferee Company’) and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”).

JASPREET
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I. Voted in favour of the resolution:

Type of Voting	Number of Secured Creditors who voted	Value of Secured Debt (in Rs.)	% of total number of valid votes casted
Voting through Remote e- voting	6	51,84,23,381.00 (91.6 % of total secured debt)	100

II. Voted against the resolution:

Type of Voting	Number of Secured Creditors who voted	Value of Secured Debt (in Rs.)	% of total number of valid votes casted
Voting through Remote e- voting and E- voting at the meeting	0	0	0

III. Invalid Votes:

Type of Voting	Number of Secured Creditors whose votes were declared invalid	Total number of invalid votes
Voting through Remote e- voting and E- voting at the meeting	0	0

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Accordingly, the proposed resolution approving the Scheme has been approved by the requisite majority of the Secured Creditors of the Company.

Thanking you,
Yours faithfully,
For Jaspreet Dhawan & Associates
Company Secretary

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ou=PUNJAB,
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c239f960060606571a50a3a077, cn=JASPREET SINGH
DHAWAN
Date: 2020.12.20 22:24:17 +05'30'

Jaspreet Singh Dhawan
Proprietor
Scrutinizer appointed by the Hon'ble NCLT
M.No. F9372
COP No. 8545
UDIN: F009372B001573693

Name and Address of Witnesses of unblocking of remote e-voting and e-voting during NCLT convened meeting:

SHANKHNI
BHARDWAJ
Shankhni Bhardwaj
House No. 224 Phase 3A
Mohali-160059, Punjab

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e=SHANKHNI@SHANKHNI.BHARDWAJ.COM,
ou=PUNJAB,
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BHARDWAJ
Date: 2020.12.20 22:22:49 +05'30'

KOMAL
PREET KAUR
Komalpreet Kaur
Vill. Datasingh wala, Teh. Narwana
Distt. Jind, 126116, Haryana

Digitally signed by KOMAL PREET KAUR
DN: c=IN, st=Haryana,
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0d, cn=PUSHKAR SOOD
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Countersigned by
Pushkar Sood
Chairman for NCLT convened meeting
of KDDL LIMITED