AJAY K. ARORA
LL.B., FCS

PAN No.ADSPA8498H
Ser. Tax No.ADSPA 8498HST001
A. ARORA & CO.
Company Secretaries

S.C.O. 64-65, IST FLOOR,
SECTOR 17-A, MADHYA MARG,
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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.

36th Annual General Meeting of the Shareholders of KDDL Limited held on Friday, the 12th August, 2016 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 36th Annual General Meeting (AGM) of the Shareholders of KDDL Limited held on 12th August, 2016 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 36th 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

Ajay K. Arora
CP 993
Company Secretary

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 9th August, 2016 (from 9.00 A.M.) to 11th August, 2016 (upto 6.00 P.M.). The remote e-voting results were unblocked by me on 12th August 2016 in the presence of two witnesses.

4. At the 36th AGM of the Company held on 12th August 2016, 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.

6. The e-votes cast by institutional shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter to the Scrutinizer for exercising their votes have been considered as invalid.

The consolidated results of voting are as under:

(1) As an Ordinary Resolution-Item no. 1

Adoption of the Audited Accounts of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	48	4814735	48	4814735	0	0	2	94830
% to total valid votes				100.00%		0.00%		

(2) As an Ordinary Resolution-Item no. 2

Confirmation of Interim dividend as Final Dividend for the year ended 31st March, 2016.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	48	4814935	48	4814935	0	0	2	94830
% to total valid votes				100.00%		0.00%		

(3) As an Ordinary Resolution-Item no. 3

Appointment of a director in place of Mr. R.K. Saboo, who is liable to retire by rotation.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	49	4815185	49	4815185	0	0	2	94830
% to total valid votes				100.00%		0.00%		

4) As an Ordinary Resolution-Item no. 4

Ratification of appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	48	4814935	48	4814935	0	0	2	94830
% to total valid votes				100.00%		0.00%		

(5) As an Ordinary Resolution-Item no. 5

Appointment of Mr. Vishal Satinder Sood (DIN-01780814) as Director of the Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	47	4814485	47	4814485	0	0	2	94830
% to total valid votes				100.00%		0.00%		

(6) As a Special Resolution-Item no. 6

Appointment and Remuneration of Mr. Sanjeev Kumar Masown as Whole Time Director cum Chief Financial Officer of the company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	48	4813185	48	4813185	0	0	3	96830
% to total valid votes				100.00%		0.00%		

(7) As an Ordinary Resolution-Item no. 7

Authorization for borrowings by way of inviting unsecured fixed deposits from shareholders under section 73 of the Companies Act, 2013.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	49	4815185	49	4815185	0	0	2	94830
% to total valid votes				100.00%		0.00%		

Based on the votes cast on aforesaid resolutions by remote e-voting and poll, all the resolutions were passed unanimously

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 * CP 993 * Company Secretary

Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191
Date: 13-08-2016
Place : Chandigarh

AJAY K. ARORA
LL.B., FCS

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Company Secretaries
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FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

The Chairman,

KDDL Limited

Plot No. 3, Sector III,

Parwanoo, Himachal Pradesh.

36th Annual General Meeting of the Shareholders of KDDL Limited held on Friday, the **12th August, 2016** at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo 173220, Himachal Pradesh.

Dear Sir,

I, Ajay Arora, Practicing Company Secretary, having my office at SCO 64-65, Ist Floor, Sector 17-A, Madhya Marg, Chandigarh 160017, appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing e-voting process (remote e-voting) pursuant to the provisions of Section 108 of the Companies Act, 2013.

2. I submit the report as under:

a) Company published the notice for E Voting by the members in the newspaper "Business Standard" (English) & Vernacular newspaper "Business Standard" (Hindi) dated 28.07.2016, as per rules on E Voting in the Companies Act, 2013.

b.) The E –voting for the resolutions was opened on 9TH August, 2016 at 9.00 A.M and was closed on 11th August, 2016 at 06.00 P.M.

c) The E -votes were un-locked as per the code provided by Karvy Computershare Private Limited on 12TH August 2016 in the presence of two independent witnesses who are not in the employment of the company.

d) The e-votes cast by institutional shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter to the Scrutinizer for exercising their votes have been considered as invalid.

3. The result of E-Voting is as under:

ORDINARY BUSINESS:

(1) As an Ordinary Resolution-Item no 1

Adoption of the Audited Accounts of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
29	4451348	100%

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

(2) As an Ordinary Resolution-Item no 2

Confirmation of Interim dividend as Final Dividend for the year ended 31st March, 2016.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
28	4451098	100%

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

(3) As an Ordinary Resolution-Item no 3

Appointment of a director in place of Mr. R.K. Saboo, who is liable to retire by rotation.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
29	4451348	100%

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

Ajay K. Arora CP 9288 Company Secretary

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

4) As an Ordinary Resolution-Item no 4

Ratification of appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
28	4451098	100%

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

SPECIAL BUSINESS:

(5) As an Ordinary Resolution-Item no 5

Appointment of Mr. Vishal Satinder Sood (DIN-01780814) as Director of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
28	4451098	100%

Ajay K. Arora CP 993 Company Secretary

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

(6) As a Special Resolution-Item no 6

Appointment and Remuneration of Mr. Sanjeev Kumar Masown as Whole Time Director cum Chief Financial Officer of the company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
29	4451348	100%

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

(7) As an Ordinary Resolution-Item no 7

Authorization for borrowings by way of inviting unsecured fixed deposits from shareholders under section 73 of the Companies Act, 2013.

Ajay K. Arora
CP 993
Company Secretary

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
29	4451348	100%

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted	Number of votes cast by them
1	94780

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. Results may be declared as per report submitted.

Thanking you,
Yours Sincerely,

Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191

Date: 13.08.2016
Place: Chandigarh

AJAY K. ARORA
LL.B., FCS

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Ser. Tax No.ADSPA 8498HST001
A. ARORA & CO.
Company Secretaries
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SECTOR 17-A, MADHYA MARG,
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Ph.: (O) 2701906
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FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

The Chairman,

KDDL Limited

Plot No. 3, Sector III,

Parwanoo, Himachal Pradesh.

36th Annual General Meeting of the Shareholders of KDDL Limited held on Friday, the **12th August, 2016** at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo 173220, Himachal Pradesh.

Dear Sir,

I Ajay Arora, Practicing Company Secretary, having my office at SCO 64-65, Ist Floor, Sector 17-A, Madhya Marg, Chandigarh 160017, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 36th Annual General Meeting of the Shareholders of KDDL Limited, held on Friday, the 12th August, 2016 at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo 173-220, Himachal Pradesh, hereby submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.

2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Ajay K. Arora CP 993 Company Secretary

4. The result of poll is as under:

ORDINARY BUSINESS:

(1) As an Ordinary Resolution-Item no 1

Adoption of the Audited Accounts of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
19	363387	100%

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
1	50

(2) As an Ordinary Resolution-Item no 2

Confirmation of Interim dividend as Final Dividend for the year ended 31st March, 2016.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
20	363837	100%

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

Ajay K. Arora
CP 993
Company Secretary

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
1	50

(3) As an Ordinary Resolution-Item no 3

Appointment of a director in place of Mr. R.K. Saboo, who is liable to retire by rotation.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
20	363837	100%

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
1	50

4) As an Ordinary Resolution-Item no 4

Ratification of appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
20	363837	100%

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

Ajay K. Agrawal * CP 9931 * Company Secretary

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
1	50

SPECIAL BUSINESS:

(5) As an Ordinary Resolution-Item no 5

Appointment of Mr. Vishal Satinder Sood (DIN-01780814) as Director of the Company.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
19	363387	100%

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
1	50

(6) As a Special Resolution-Item no 6

Appointment and Remuneration of Mr. Sanjeev Kumar Masown as Whole Time Director cum Chief Financial Officer of the company.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
19	361837	100%

Ajay K. Arora
CP 993
Company Secretary

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
2	2050

(7) As an Ordinary Resolution-Item no 7

Authorization for borrowings by way of inviting unsecured fixed deposits from shareholders under section 73 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
20	363837	100%

(ii) Voted against the Resolution:

Number of members present & voting (In person or by proxy)	Number of votes cast by them	%age of total number of valid votes
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members present & voting (In person or by proxy)	Number of votes cast by them
1	50

Ajay K. Arora
CP 9937
Company Secretary

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Sincerely,

Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191

Date: 13.08.2016
Place: Chandigarh