

AJAY K. ARORA
LL.B., FCS, IP

GST : 04ADSPA8498H1Z3

A. ARORA & CO.

Company Secretaries
&
Insolvency Professional

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Consolidated Report of Scrutinizer

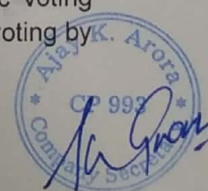
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
KDDL Limited

38th Annual General Meeting of the Equity Shareholders of KDDL Limited held on Saturday, the 14th July, 2018 at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo, Distt. Solan, Himachal Pradesh - 173220.

Dear Sir,

1. I, Ajay Kumar 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 38th Annual General Meeting of the Equity Shareholders of KDDL Limited held on Saturday, the 14th July, 2018 at 12.30 P.M. at Hotel Timber Trail Resorts, Parwanoo, Distt. Solan, Himachal Pradesh - 173220.
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 38th 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 11th July, 2018 (from 10.00 A.M.) to 13th July, 2018 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 14th July 2018 in the presence of two witnesses.
4. At the 38th AGM of the Company held on 14th July, 2018, the Chairman announced a 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-voting 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:

ORDINARY BUSINESS:

(1) As an Ordinary Resolution-Item no. 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 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	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

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

Declaration of Dividend on Equity Shares.

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	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

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Company Secretary

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

To appoint a Director in place of Mr. Sanjeev Kumar Masown, (DIN: 03542390) who is liable to retire by rotation and being eligible, offers himself for re-appointment.

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/V otes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

SPECIAL BUSINESS:

4) As an Ordinary Resolution-Item no. 4

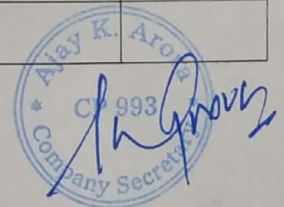
Authorisation for borrowings by way of unsecured fixed deposits from shareholders of the Company.

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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

(5) As a Special Resolution-Item no. 5

To 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.

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/Vo tes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				



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

To increase the overall limit of investments/ giving loans/ guarantees/ providing securities in terms of Sec 186 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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

(7) As a Special Resolution-Item no. 7

To approve further Issue of Equity Shares.

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/Vo tes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

8) As a Special Resolution-Item no. 8

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

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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				


CP 993
Company Secretary

9) As a Special Resolution-Item no. 9

To approve Material Related Party Transactions.

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	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

10) As a Special Resolution-Item no. 10

To approve re-appointment of Mr. Sanjeev Kumar Masown (DIN: 03542390) as Whole-Time Director-cum-Chief Financial Officer of the Company.

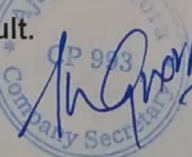
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

11) As a Special Resolution-Item no. 11

To approve Further Issue of Equity Shares through Preferential Allotment.

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	59	4943550	59	4943550	0	0	2	55001
% to total valid votes				100%				

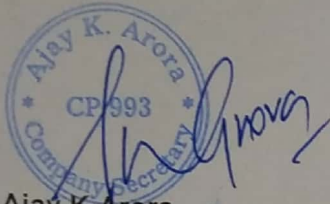
Based upon the above details of votes casted, the Chairman may declare the result.


OP 943
Company Secretary

7. 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: 14-07-2018

Place : Chandigarh

Note: This report is based on the votes casted in through remote E-Voting and Poll. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.