

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

GST : 04ADSPA8498H1Z3

A. ARORA & CO.

*Company Secretaries
&
Insolvency Professional*

S.C.O. 64-65, 1ST FLOOR,
SECTOR 17-A, MADHYA MARG,
CHANDIGARH-160 017
Ph.: (O) 2701906
MOBILE : 98140-06492
E-MAIL : ajaykcs@gmail.com

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

39th Annual General Meeting of the Equity Shareholders of KDDL Limited held on Wednesday, the 11th September, 2019 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 39th Annual General Meeting of the Equity Shareholders of KDDL Limited held on Wednesday, the 11th September, 2019 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 39th 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 or Company Secretary 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 7th September, 2019 (from 10.00 A.M.) to




10thSeptember, 2019 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 11thSeptember,2019 in the presence of two witnesses.

4. At the 39th AGM of the Company held on 11thSeptember,2019, 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 shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter, wherever applicable 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, 2019 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 Membe rs	No. of shares/Vo tes
Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

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

To consider and declare dividend of Rs.2.50 per equity share of face value of Rs. 10 each, for the financial year 2018-19.

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	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				


 Ajay K. Arora
 Company Secretary

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

To re-appoint Mr. Jai Vardhan Saboo (DIN: 00025499), who retires by rotation at this Annual General Meeting 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	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

(4) As an Ordinary Resolution-Item no. 4

To appoint 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/V otes
Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

SPECIAL BUSINESS:

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

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/V otes
Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

(6) As an Ordinary Resolution-Item no. 6

To appoint Mr. Torsten Buchwald (DIN: 08269386) as an Independent 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/V otes
Detail of voting								
% to total valid votes								


Ajay K. Arora
Company Secretary

Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

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

To re-appoint Mrs. Ranjana Agarwal (DIN: 03340032) as an Independent 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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

(8) As a Special Resolution-Item no. 8

To re-appoint Mr. Anil Khanna (DIN: 00012232) as an Independent 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/Vo tes
Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

(9) As a Special Resolution-Item no. 9

To appoint Mr. Jagesh Kumar Khaitan (DIN: 00026264) as a Non-Executive 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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

(10) As a Special Resolution-Item no. 10

To approve the continuation of directorship of Mr. Jagesh Kumar Khaitan (DIN: 00026264) as a Non-Executive 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	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

(11) As an Ordinary Resolution-Item no. 11

Approval of 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	50	5675211	50	5675211	0	0	0	0
% to total valid votes				100%				

Based upon the above details of votes cast, the Chairman/ Company Secretary may declare the result.

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: 13.09.2019
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.