

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.

Extra Ordinary General Meeting of the Shareholders of KDDL Limited held on Tuesday, the 8th November, 2016 at 11.30 A.M. at PHD House, PHD Chamber of Commerce & Industry, Sector -31, Chandigarh.

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 **Extra Ordinary General Meeting of the Shareholders of KDDL Limited** held on Tuesday, the 8th November, 2016 at 11.30 A.M. at PHD House, PHD Chamber of Commerce & Industry, Sector -31, Chandigarh.

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 Extra Ordinary 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 5th November, 2016 (from 10.00 A.M.) to 7th November, 2016 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 8th November, 2016 in the presence of two witnesses.
4. At the Extra Ordinary General Meeting (EOGM) of the Company held on 8th November, 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 EOGM 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 EOGM.
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 a Special Resolution-Item no. 1

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	53	5854447	53	5854447	0	0	2	2001
% to total valid votes				100.00%		0.00%		



(2) As a Special Resolution-Item no. 2

Issue of Zero Coupon Convertible Warrants 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	53	5854447	53	5854447	0	0	2	2001
% to total valid votes				100.00%		0.00%		

(3) As a Special Resolution-Item no. 3

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	53	5854447	53	5854447	0	0	2	2001
% to total valid votes				100.00%		0.00%		

4) As a Special Resolution-Item no. 4

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

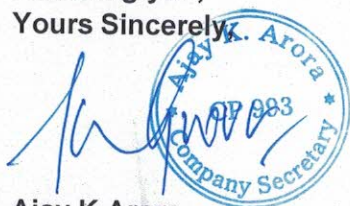
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	52	5850164	52	5850164	0	0	2	2001
% to total valid votes				100.00%		0.00%		



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

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 EOGM.

Thanking you,
Yours Sincerely,

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Ajay K. Arora" at the top, "CP No. 993" in the center, and "Company Secretary" at the bottom, flanked by two small stars.

Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191
Date: 08-11-2016
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.