

**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

**Extra Ordinary General Meeting of the Equity Shareholders of KDDL Limited held on Wednesday, the 7<sup>th</sup> February, 2018 at 10.00 A.M. at PHD House, PHD Chamber of Commerce and Industry, Sector 31, Chandigarh.**

Dear Sir,

1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> 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 Equity Shareholders of KDDL Limited held on Wednesday, the 7<sup>th</sup> February, 2018 at 10.00 A.M. at PHD House, PHD Chamber of Commerce and 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 4<sup>th</sup> February, 2018 (from 10.00 A.M.) to 6<sup>th</sup> February,

  




2018 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 7<sup>th</sup> February 2018 in the presence of two witnesses.

4. At the Extra Ordinary General Meeting (EoGM) of the Company held on 7<sup>th</sup> February, 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 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 AGM.

The consolidated results of voting are as under:

**SPECIAL BUSINESS:**

**(1) As Special Resolution-Item no. 1**

To consider and approve the scheme of amalgamation of Satva Jewellery and Design Limited, a wholly owned Subsidiary, with KDDL 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	44	6540913	44	6540913	0	0	3	2006
% to total valid votes				100%				

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

To consider and approve 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	39	5031383	39	5031383	0	0	3	2006
% to total valid votes				100%				

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,



Ajay K Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191  
Date: 08.02.2018  
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.