

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

PAN No.ADSPA8498H  
Ser. Tax No.ADSPA 8498HST001

**A. ARORA & CO.**

*Company Secretaries*

S.C.O. 64-65, 1ST FLOOR,  
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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.

**Postal Ballot April 2016**

Dear Sirs,

1. I, Ajay K 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 postal ballot and e-voting process prescribed under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot 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 postal ballot 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 postal ballots.

  




3. The Company had arranged the services of Karvy Computershare Private Limited for extending the facility of remote e-voting to the Members of the Company from 14<sup>th</sup> March, 2016 (from 9.30 A.M.) to 13<sup>th</sup> April, 2016 (upto 5.30 P.M.). The remote e-voting results were unblocked by me on 13<sup>th</sup> April, 2016 at 6.00 P.M in the presence of two witnesses.
4. The Company has completed on 11<sup>th</sup> March, 2016 the dispatch of Postal Ballot Forms along with Self addressed prepaid postage business reply envelopes to its members whose names appeared on the Register of Members/record of depositories as on 26<sup>th</sup> February, 2016.
5. The shareholder's were required to complete the postal ballot form and return the same to Scrutinizer on or before the closure of business hours at 5.30 P.M on April 14<sup>th</sup>, 2016 or cast their vote online on the basis of password provided to them by Karvy Computershare Private Limited.
6. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of postal ballots and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of Postal Ballot.

The consolidated results of voting are as under:

Item No.	Resolutions	Votes cast in Favour			Votes cast against			Invalid Votes	
		No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	No. of Members Voted	No. of Votes Cast by them	% of total number of valid Votes Cast	Total No. of Members whose Votes were declared invalid	Total No. of Votes Cast by them
1	To authorize the Board of Directors of the Company to approve Loans, Investments and Guarantees up to Rs. 200 crores – as Special Resolution	44	4094294	100%	1	5	0.00%	5	1949
2	To authorize the Board of Directors of the Company to enter into contracts or	28	120951	99.67%	3	405	0.33%	19*	3974892*

  




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	arrangement or transactions with related party including material related party contracts or arrangements or transactions up to Rs. 150 crores. – as an Ordinary Resolution.								

*\* 15 shareholders holding 3973043 equity shares, (belonging to the Promoter group) who, being interested abstained from voting in the resolution set out in Item No. 2.*

Based on the votes cast on aforesaid resolutions by remote e-voting and postal ballot, resolution no. 1 & 2, were passed with requisite majority.

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 Postal Ballot.

Thanking you,  
Yours Sincerely,

  
  
 Ajay K. Arora  
 Company Secretary in Practice  
 CP No. 993  
 FCS No. 2191  
 Date: 16-04-2016  
 Place : Chandigarh