

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

37th Annual General Meeting of the Equity Shareholders of KDDL Limited held on Friday, the 11th August, 2017 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 37th Annual General Meeting of the Equity Shareholders of KDDL Limited held on Friday, the 11th August, 2017 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 37th 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 8th August, 2017 (from 10.00 A.M.) to 10th August.



2017 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 11th August 2017 in the presence of two witnesses.

4. At the 37th AGM of the Company held on 11th August, 2017, 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, 2017 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	51	6602855	51	6602855	0	0	3	94786
% 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	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				



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

To appoint a Director in place of Mr. Vishal Satinder Sood, (DIN: 01780814) 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	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

4) As an Ordinary Resolution-Item no. 4

Appointment of Auditors and fix their remuneration.

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	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

SPECIAL BUSINESS:

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

To appoint Mr. Jai Vardhan Saboo 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/Vo tes
Detail of voting	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

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

To appoint Mr. Sanjiv Sachar as an Independent, 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	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				



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

To approve amendment in existing Article 114 of the Articles of Association 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	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

8) As a Special Resolution-Item no. 8

To approve amendment of the Articles of Association of the Company by inserting as new article no. 114-A after existing article 114 of the articles of association.

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	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

9) As a Special Resolution-Item no. 9

To approve re-appointment and remuneration of Mr. Yashovardhan Saboo as Chairman and Managing 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	46	5093325	46	5093325	0	0	3	94786
% to total valid votes				100%				

10) As a Special Resolution-Item no. 10

To authorize investment in the Subsidiary Company.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of	Total No. of shares/	No. of Members	No. of shares/	No. of Members	No. of shares/Vot.	No. of Members	No. of shares/Vo


Company Secretary

	Members	votes held		Votes		es		tes
Detail of voting	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

11) As an Ordinary Resolution-Item no. 11

To authorize borrowings by way of inviting unsecured fixed deposits from the 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/Votes	No. of Members	No. of shares/Votes
Detail of voting	51	6602855	51	6602855	0	0	3	94786
% to total valid votes				100%				

Based upon the above details of votes casted, the Chairman 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: 12-08-2017
 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.