

# KDDL Limited

Kamla Centre, SCO 88-89, Sector 8-C, Chandigarh - 160 009, INDIA. Tel: +91 172 2548223/24, 2544378/79  
Fax: +91 172 2548302, Website:www.kddl.com CIN-L33302HP1981PLC008123



Ref : KDDL/CS/2023-24/56

Date : 30<sup>th</sup> September, 2023

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra,  
Mumbai - 400 051

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

Trading Symbol : KDDL

Scrip Code : 532054

**Subject: Voting Results – Consolidated Scrutinizer Report**

Dear Sir/ Madam,

Pursuant to regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the following resolutions mentioned in the notice convening 423<sup>rd</sup> Annual General Meeting held on Friday, 29<sup>th</sup> September, 2023 have been passed by the members of the Company with the requisite majority :

Sr .No.	Agenda Item	Type of Resolution
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, 2023, the reports of the Board of Directors and Auditors thereon	Ordinary
2	To confirm the payment of Interim Dividend of Rs. 2 per equity share (20%) of face value of Rs. 10 each for the financial year 2022-23 and to declare final dividend of Rs. 2 per equity share (20%) for the financial year ended 31st March, 2023.	Ordinary
3	To re-appoint Mr. Sanjeev Kumar Masown (DIN: 03542390) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.	Ordinary
4	Authorisation for borrowings by way of Unsecured Fixed Deposits from the shareholders of the Company	Ordinary
5	Ratification of Remuneration to Cost Auditor for the financial year 2023-24	Ordinary
6	Amendment in Articles of Association of the Company..	Special
7	Approval for Incentive Payout to Mr. Yashovardhan Saboo (DIN – 00012158), Chairman and Managing Director of the Company for the financial year ended 31st March, 2023.	Special
8	Approval for Incentive Payout to Mr. Yashovardhan Saboo (DIN – 00012158), Chairman and Managing Director of the Company for the financial year ended 31st March, 2023.	Special
9	Appointment of Mrs. Anuradha Saboo (DIN: 01812641) as Non-Executive Director.	Ordinary

In this regard, please find enclosed voting results and consolidated scrutinizer report.

Kindly take the same on record.

Thanking you,  
Yours truly

**For KDDL Limited**

Brahm Prakash  
Kumar

Digitally signed by Brahm Prakash  
Kumar  
Date: 2023.09.30 16:40:05 +05'30'

**Brahm Prakash Kumar**  
**Company Secretary**

Registered Office: Plot 3, Sector III, Parwanoo - 173 220 (H.P.) INDIA.

**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**

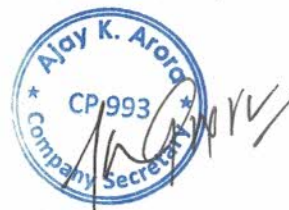
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
KDDL Limited  
Plot No. 3, Sector III,  
Parwanoo, Himachal Pradesh - 173200

**43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of KDDL Limited held on Friday, the 29<sup>th</sup> September, 2023 at 12.00 P.M. conducted through Video Conferencing / Other Audio Visual Means.**

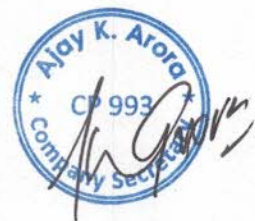
Dear Sir,

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 e-voting during AGM 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 43<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of KDDL Limited held on 29<sup>th</sup> September, 2023 at 12.00 P.M. conducted through Video Conferencing / Other Audio Visual Means ("VC").



2. The notice dated 12<sup>th</sup> August, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 43<sup>rd</sup> AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, and 28<sup>th</sup> December, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023.
3. 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 e-voting during the Annual General Meeting on the resolutions proposed in the Notice of the 43<sup>rd</sup> 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 remote e-voting and e-voting during 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 National Securities Depository Limited (NSDL).
4. The Company had arranged the services of NSDL from 25<sup>th</sup> September, 2023 (from 9.00 A.M.) to 28<sup>th</sup> September, 2023 (upto 5.00 P.M.). The voting rights were reckoned as on 22<sup>nd</sup> September, 2023 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
5. During the 43<sup>rd</sup> AGM of the Company held on 29<sup>th</sup> September, 2023, it was informed that the facility of E-voting is available during the meeting for the members who have not cast their vote previously through remote e-voting and are attending the Meeting through video conferencing.
6. The results of remote e-voting and e-voting during the AGM were unblocked by me on 29<sup>th</sup> September, 2023 in the presence of two witnesses who are not in the employment of the Company.

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 31<sup>st</sup> March, 2023 and the Reports of the Board of 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	108	7284952	104	7284933	4	19	-	-
% to total valid votes				99.9997%		0.0003%		

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

To confirm payment of interim dividend of Rs. 2 per equity share (20%) of face value of Rs. 10 each for the financial year 2022-23 and to declare final dividend of Rs. 2 per equity share (20%) for the financial year ended 31<sup>st</sup> March, 2023.

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	110	7300300	106	7300281	4	19	-	-
% to total valid votes				99.9997%		0.0003%		

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

To re-appointment of Mr. Sanjeev Kumar Masown (DIN: 03542390) 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/Votes
Detail of voting	110	7300300	85	7182773	25	117527	-	-
% to total valid votes				98.39%		1.61%		



**SPECIAL BUSINESS:****(4) As an Ordinary Resolution-Item no. 4**

Authorization for borrowings by way of 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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	110	7300300	78	6427546	32	872754	-	-
% to total valid votes				88.04%		11.96%		

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

Ratification of the remuneration to cost auditor for the financial year 2023-24.

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	110	7300300	106	7300281	4	19	-	-
% to total valid votes				99.9997%		0.0003%		

**(6) As a Special Resolution-Item no. 6**

Amendment in 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/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	110	7300300	101	7272984	9	27316	-	-
% to total valid votes				99.63%		0.37%		





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

Approval for incentive payout to Mr. Yashhovardhan Saboo (DIN: 00012158), Chairman and Managing Director of the Company for the financial year ended 31<sup>st</sup> March, 2023.

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	110	7300300	101	7272984	9	27316	-	-
% to total valid votes				99.63%		0.37%		

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

Approval for incentive payout to Mr. Sanjeev Kumar Masown (DIN: 03542390), Whole-Time Director cum Chief Financial Officer for the financial year ended 31<sup>st</sup> March, 2023.

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	110	7300300	101	7272984	9	27316	-	-
% to total valid votes				99.63%		0.37%		

**(9) As an Ordinary Resolution-Item no. 9**

Appointment of Mrs. Anuradha Saboo (DIN: 01812641) as Non-Executive Director.

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	110	7300300	86	7191652	24	108648	-	-
% to total valid votes				98.51%		1.49%		



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 e-voting during the AGM 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: 30.09.2023  
Place: Chandigarh  
UDIN: F002191E001140361  
Peer Review Cer No.:2120/2022

Note: This report is based on the votes cast in through remote E-Voting and E-voting during the meeting. The applicability of the provisions of Section 188 and rules made thereunder read with SEBI (LODR) Regulations, 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 and SEBI (LODR) Regulations.