

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/2022-23/54

Date : 29th September, 2022

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 42nd Annual General Meeting held on 27th September, 2022 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 31 st March, 2022, the reports of the Board of Directors and Auditors thereon.	Ordinary
2	To declare final dividend of Rs. 3 per equity share (@30%) for the financial year ended 31 st March, 2022.	Ordinary
3	To re- appoint Mr. Jai Vardhan Saboo (DIN: 00025499) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.	Ordinary
4	Authorization for borrowings by way of unsecured fixed deposits from the shareholders of the Company.	Ordinary
5	Re-appointment of Mr. Sanjiv Sachar (DIN: 02013812) as an Independent Director of the Company.	Special
6	To appoint Mr. Nagarajan Subramanian (DIN: 02406548) as an Independent Director of the Company.	Special
7	To appoint Mrs. Neelima Tripathi (DIN: 07588695) as an Independent Director of the Company.	Special
8	Amendment in Articles of Association of the Company.	Special
9	Approval for One Time Value Creation Award for Mr. Yashovardhan Saboo, Chairman & Managing Director of the Company.	Special
10	Ratification of Remuneration to Cost Auditor for the financial year 2022-23	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

Brahm Prakash Kumar
Company Secretary

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.

42nd Annual General Meeting of the Equity Shareholders of KDDL Limited held on Tuesday, the 27th September, 2022 at 12.00 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

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 e-voting during 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 42nd Annual General Meeting of the Equity Shareholders of KDDL Limited held on Tuesday, the 27th September, 2022 at 12.00 Noon through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).
2. The notice dated 28th July, 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 42nd 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 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, and 13th January, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020 and 15th January, 2021 and 13th May, 2022.



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 voting during the meeting by the shareholders on the resolutions proposed in the Notice of the 42nd 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 e-voting process (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 or Company Secretary on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depositories Limited (NSDL).
4. The Company had arranged the services of NSDL for extending the facility of remote e-voting to the Members of the Company from 22nd September, 2022 (from 09.00 A.M.) to 26th September, 2022 (upto 5.00 P.M.). The remote e-voting and e-voting during meeting results were unblocked by me on 27th September, 2022 in the presence of two witnesses.
5. During the 42nd AGM of the Company held on 27th September, 2022, the Chairman announced the facility of E-voting 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 e-voting cast by the institutional/ Body Corporate shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter, wherever applicable 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 31 March, 2022, 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	147	10083873	145	10083867	2	6	1	25000
% to total valid votes				99.9999%		0.0001%		



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

To declare final dividend of Rs. 3 per equity share (@30%) for the financial year ended 31st March, 2022.

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	147	10086831	145	10086825	2	6	1	25000
% to total valid votes				99.9999%		0.0001%		

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

To re-appoint Mr. Jai Vardhan Saboo (DIN :00025499), 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	147	10086930	137	10051010	10	35920	1	25000
% to total valid votes				99.64%		0.36%		

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/ Votes	No. of Members	No. of shares/Votes
Detail of voting	147	10086930	137	10050920	10	36010	1	25000
% to total valid votes				99.64%		0.36%		

(5) As a Special Resolution-Item no. 5

Re-appointment of Mr. Sanjiv Sachar (DIN: 02013812) as an Independent 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	145	10085409	143	10085403	2	6	1	25000
% to total valid votes				99.9999%		0.0001%		



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

To appoint Mr. Nagarajan Subramanian (DIN: 02406548) as an Independent 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	148	10086931	146	10086925	2	6	1	25000
% to total valid votes				99.9999%		0.0001%		

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

To appoint Mrs. Neelima Tripathi (DIN: 07588695) as an Independent 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	147	10086930	145	10086924	2	6	1	25000
% to total valid votes				99.9999%		0.0001%		

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

Amendment of 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	147	10086930	145	10086924	2	6	1	25000
% to total valid votes				99.9999%		0.0001%		

(9) As a Special Resolution-Item no. 9

Approval for One Time Value Creation Award for Mr. Yashowardhan Saboo, Chairman & 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/Vo tes
Detail of voting	147	10086930	134	9237710	13	849220	1	25000
% to total valid votes				91.58%		8.42%		



(10) As an Ordinary Resolution-Item no. 10

Ratification of Remuneration to Cost Auditor for the financial year 2022-23.

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	147	10086930	144	10086917	3	13	1	25000
% to total valid votes				99.9999%		0.0001%		

Based upon the above details of votes cast, the Chairman/ Company Secretary may declare the result.

7. I hereby confirm that the electronic data, and all other relevant records related to remote e-voting and e-voting during the meeting 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: 28.09.2022
Place : Chandigarh
UDIN: F002191D001067354
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.