

Dated: 16th April, 2015

To

BSE Limited

25th Floor, Dalal Street,
Phiroze Jeejeebhoy Towers,
Mumbai, Maharashtra.

Subject : Outcome of Extra Ordinary General Meeting of the Company

Sirs


This is to inform you that following businesses were considered and approved in the Extra Ordinary General Meeting of the Company held on Thursday, the 16th day of April, 2015 at Hotel Timber Trail Resorts, Parwanoo 173 220 (Himachal Pradesh):-

- 1 Further issue of equity shares through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 30 (Thirty) Crores to the Qualified Institutional Buyers in accordance with applicable provisions of the Companies Act, 2013 as well as Regulation 85 of Chapter VIII of the SEBI (ICDR), Regulations, 2009.
- 2 Amendment in Article no. 101 of Articles of Association of the Company for retirement of directors by rotation.
- 3 Investment of an amount not exceeding Rs. 25 (Twenty five) Crores in the subsidiary Company, Ethos Limited, being a related party.

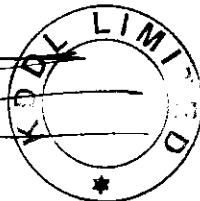
Further, we are also enclosing herewith the disclosures regarding the voting results of the aforesaid meeting as required under Clause 35A of the Listing Agreement alongwith the Report of the Scrutinizer for your kind perusal.

Please take note of the above as due intimation under various clauses of the Listing Agreement.

Yours truly
For KDDL Limited


(P.K. Goyal)

Company Secretary



Encl.: as above

Details regarding voting results as required under Clause 35A of the Listing Agreement

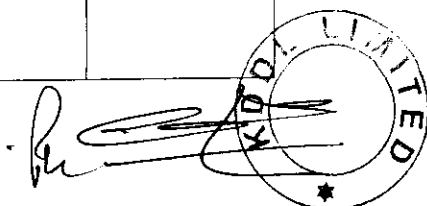
Date of the Annual General Meeting	:	16 th April, 2015
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Total number of shareholders as on record date i.e. 10 th April, 2015	:	4159
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No. of shareholders present in the meeting either in person or through proxy	:	35
Promoters and Promoters Group	:	4
Public	:	31

No. of shareholders attended the meeting through Video Conferencing	:	-
Promoters and Promoters Group	:	-
Public	:	-

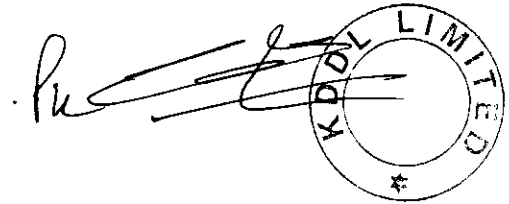
Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	Further issue of equity shares through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 30 (Thirty) Crores to the Qualified Institutional Buyers in accordance with applicable provisions of the Companies Act, 2013 as well as Regulation 85 of Chapter VIII of the SEBI (ICDR), Regulations, 2009.	Special	E-Voting and Poll	All these resolutions were passed with requisite majority.
2.	Amendment in Article no. 101 of Articles of Association of the Company for retirement of directors by rotation.	Special	E-Voting and Poll	
3.	Investment of an amount not exceeding Rs. 25 (Twenty five) Crores in the subsidiary Company, Ethos Limited, being a related party.	Special	E-Voting and Poll	



In case of Poll/Postal Ballot/E-Voting :

The mode of voting for all the resolutions was E-voting and Poll process provided to those shareholders who did not participate in the e-voting process but attended the Annual General Meeting of the Company.

The result of voting in the prescribed format is annexed herewith for your reference and record. Further, we are also enclosing herewith the Scrutinizer's Report for your reference and record.

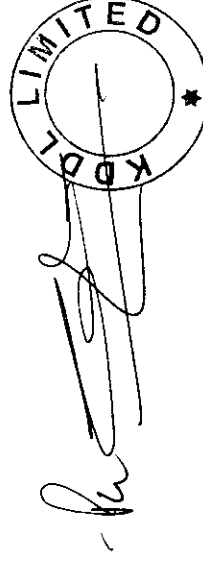


A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "KDDL LIMITED" around the top inner edge and a small asterisk "*" at the bottom center.

KDDL Limited

Details of voting on the Special Resolutions as detailed in the Notice of Extraordinary General Meeting held on 16.04.2015

Resolution No. & Type	Promoter /Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
1	2	3	4	5 = (4/3)*100	6	7	8 = (6/4)*100	9 = (7/4)*100
1	Promoter and Promoter Group	4794982	4789348	99.88	4789348	0	100.00	0.00
Special Resolution	Public Institutional holders	36369	0	0.00	0	0	0.00	0.00
	Public - Others	4245119	1041596	24.54	1041346	250	99.98	0.02
	Total	9076470	5830944	64.24	5830694	250	100.00	0.00
2	Promoter and Promoter Group	4794982	4789348	99.88	4789348	0	100.00	0.00
Special Resolution	Public Institutional holders	36369	0	0.00	0	0	0.00	0.00
	Public - Others	4245119	1041596	24.54	1041596	0	100.00	0.00
	Total	9076470	5830944	64.24	5830944	0	100.00	0.00
3	Promoter and Promoter Group	4794982	4789348	99.88	4789348	0	100.00	0.00
Special Resolution	Public Institutional holders	36369	0	0.00	0	0	0.00	0.00
	Public - Others	4245119	1041596	24.54	1041346	250	99.98	0.02
	Total	9076470	5830944	64.24	5830694	250	100.00	0.00



AJAY K. ARORA
LL.B., FCS

Ser. Tax No. ADSPA 8498HST001

A. ARORA & CO.

Company Secretaries

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

Shri Yashovardhan Saboo,
The Chairman of the Meeting,
KDDL Limited

Dated: 16.04.2015

Sub: Passing of Resolutions through E-voting and the Poll conducted at Extra Ordinary General Meeting of the Equity Shareholders of KDDL Limited held on Thursday, the 16th day of April, 2015 at 11.00 A.M. at Conference Hall, Hotel Timber Trail, Parwanoo, Himachal Pradesh .

Dear Sirs,

The Board of Directors of the Company at its meeting held on 17th February 2015 had appointed me as Scrutinizer for the purpose of the Voting by electronic means and by poll taken on the below mentioned resolutions, at the Extra Ordinary General Meeting of the Equity Shareholders of KDDL Limited, held on Thursday, the 16th day of April, 2015 at 11.00 A.M. at Conference Hall , Hotel Timber Trail , Parwanoo Himachal Pradesh .

The company had arranged the services of KARVY for extending the facility of E Voting to the members of the company from 11th April, 2015 (9.00 am) to 13th April, 2015 (upto 6.00 pm). The Evoting results were unblocked by me on 13TH April 2015 in the presence of two witnesses. For further details kindly refer to my Scrutinizers Report dated 14th April 2015 attached herewith.

At the Extra Ordinary General Meeting of the Company held on 16th April 2015, the Chairman of the Meeting had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizers report dated 16th April, 2015 attached herewith.



The results of e-voting together with that of the Poll are as under:

Item no	Resolutions	Particulars of business	Votes in favour of the resolution	Votes against the resolution	Invalid votes
1.	Approval for further issue of equity shares through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 30 Crores	Evoting	4670782	250	0
		Poll	1159912	0	0
		Total	5830694	250	0
2.	Approval for amendment in Articles of Association of the Company.	Evoting	4671032	0	0
		Poll	1159912	0	0
		Total	5830944	0	0
3.	Approval for an investment of Rs 25 crores in the subsidiary Company Ethos Limited being a related party.	Evoting	4670782	250	0
		Poll	1159912	0	0
		Total	5830694	250	0

Based on the foregoing, all special resolutions voted upon under e-voting and poll may be considered as carried by requisite majority.

I hereby confirm that I have maintained the Registers, in respect of votes through e-Voting and Poll by the equity shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Ajay K Arora
C.P No. 993

AJAY K. ARORA
LL.B., FCS

Ser. Tax No. ADSPA 8498HST001

A. ARORA & CO.

Company Secretaries

S.C.O. 64-65, 1ST FLOOR,
SECTOR 17-A, MADHYA MARG,
CHANDIGARH-160 017

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E-MAIL : ajaykcs@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Shri Rajendra Kumar Saboo
Chairman
KDDL Limited, Chandigarh

Declaration of results of E-voting

Dear Sir,

I Ajay K.Arora, Practicing Company Secretary, having my office at SCO 64-65, First Floor, Sector 17-A, Madhya Marg, Chandigarh 160017, appointed as Scrutinizer(s) for the purpose of the E- voting i.e. by electronic mode on the below mentioned resolution(s) hereby submit my report as under:-

1.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper – Business Standard (English edition) and a vernacular newspaper – Business Standard (Hindi edition) of wide circulations on 9 th April, 2015.
2.	The e-voting period commenced on 11 th April, 2015 from 9.00 A.M to 13 th April, 2015 upto 6.00 P.M.
3.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, 13 th April, 2015 at 6.00 pm, the Karvy Computershare Private Limited portal was blocked for e-voting.
4.	A register has been maintained electronically to record the assent or dissent, received, mentioning, the particulars of name, address, folio number of Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.



The Resolutions for which E- Voting was done are as follows:-

S. No.	Resolutions	Type of Resolutions
1.	Approval for further issue of equity shares through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 30 Crores	Special Resolution
2.	Approval for amendment in Articles of Association of the Company.	Special Resolution
3.	Approval for an investment of Rs 25 crores in the subsidiary Company Ethos Limited being a related party.	Special Resolution

3. The result of e-voting, is as under:

Resolution No.	No of Members who cast their votes either by e-voting/physical postal ballot forms		No. of Valid votes	No. of Invalid votes
	Assent	Dissent		
1	19	1	20	0
2	20	0	20	0
3	19	1	20	0

The Summary of the results in terms of number of shares voted 'For' and 'Against' out of Total number of shares voted is given below:

Resolution No.	No.of Shares Voted 'For'	No.of Shares Voted 'Against'	Total No. Of Shares Voted	Assent %	Dissent %	Passed/Not Passed
1	4670782	250	4671032	99.54%	0.46%	Passed as Special Resolution
2	4671032	0	4671032	100%	0.0%	Passed as Special Resolution
3	4670782	250	4671032	99.54%	0.46%	Passed as Special Resolution



Since the requisite number of votes cast in favour were more than 75% of the number of votes cast against in respect of resolutions in serial No. 1 , 2 and 3, I hereby report that the above resolutions were passed as Special Resolutions.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are in the safe custody of the undersigned and they will be handed over to the Chairman/Company Secretary of the Company.

Thanking you,
Yours faithfully,



Ajay K.Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191
Date: 14.04.2015
Place: Chandigarh