

**ALBERT DAVID LIMITED**

(CIN : L51109WB1938PLC009490) Regd. Office : 'D' Block, 3rd Floor, Gillander House,  
Netaji Subhas Road, Kolkata-700 001  
Tel. : (033) 2230 2330, 2262 8436 / 8456 / 8492, Fax : (033) 2262 8439, Email : adidavid@dataone.in  
Website : www.albertdavidindia.com

**ATTENDANCE SLIP****80th ANNUAL GENERAL MEETING**

RP  
06/19

I/We hereby record my/our presence at the 80th Annual General Meeting of the Company at Science City, Seminar Hall S-18 (A & B), J B S Haldane Avenue, Kolkata - 700 046 on Friday, the 9th August, 2019 at 4.00 p.m.

Member's Folio/DP ID-Client ID No.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**NOTE :** Please sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.

**E-VOTING PARTICULARS****ALBERT DAVID LIMITED**

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**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PAN / SEQUENCE NUMBER (as per point no. (vi) of e-voting procedure of Instructions)

Note : Please read the Instructions for e-voting overleaf.

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**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We being the Member(s) / holder(s) of \_\_\_\_\_ shares of the above named company hereby appoint :

- Name \_\_\_\_\_ Email ID \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him ;
- Name \_\_\_\_\_ Email ID \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him ;
- Name \_\_\_\_\_ Email ID \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him ;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company to be held on Friday, 9th August, 2019 at 4.00 PM at Science City, Seminar Hall S-18 (A & B), J B S Haldane Avenue, Kolkata - 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below :-

Sl. No.	RESOLUTIONS	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Ordinary resolution for adoption of Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports for the Board of Directors and Auditors thereon.		
2.	Ordinary resolution for declaration of dividend for the financial year ended 31st March, 2019.		
3.	Ordinary resolution for re-appointment of Mrs. Prabhawati Devi Kothari (DIN: 00051860) who retires by rotation and being eligible, offers herself for reappointment.		
<b>Special Business</b>			
4.	Ordinary resolution for appointment of Mr. Shirish G. Belapure (DIN: 02219458) as an Independent Director of the Company for a term of 5 years with effect from 14th February, 2019.		
5.	Special resolution for revision in remuneration of Mr. A. K. Kothari (DIN: 00051900), Executive Chairman of the Company for the period from 1st April, 2019 to 31st March, 2020.		
6.	Special resolution for revision in remuneration of Mr. T. S. Parmar (DIN: 05118311), Managing Director & CEO of the Company for the period from 1st April, 2019 to 31st March, 2020.		
7.	Ordinary resolution for ratification of remuneration of Cost Auditors for the financial year ending 31st March, 2020.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of the shareholder \_\_\_\_\_

**Notes :**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.
- For the resolutions, explanatory statements and Notes, please refer to the Notice of 80th AGM.

# ALBERT DAVID LIMITED

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Dear member,

Sub: **Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (LODR) Regulations, 2015, Albert David Limited ("ADL" or "the Company") is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 80th Annual General Meeting scheduled to be held on Friday, the 9th August, 2019 at 4.00 pm at Science City, Seminar Hall S-18 (A & B), J B S Haldane Avenue, Kolkata - 700 046.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 5th August, 2019

End of e-voting : Up to 5.00 p.m. (IST) on 8th August, 2019

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

**The cut-off date (i.e. the record date) for the purpose of e-voting is Friday, 2nd August, 2019.**

Please read the instructions given hereunder before exercising the vote. This communication forms an integral part of the Notice dated 29th May, 2019 for the 80th Annual General Meeting scheduled to be held on 9th August, 2019. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this communication are also available on the website of the company at [www.albertdavidindia.com](http://www.albertdavidindia.com) under Investor Relations.

Yours faithfully,

For Albert David Limited

Indrajit Dhar

Associate Vice President (Accounts & Taxation)-cum-Company Secretary

Place Kolkata

Date : 29th May, 2019

**The instructions for members for voting electronically are as under:-**

- (i) Shareholder should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name (in CAPITAL LETTERS) and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or Folio No.

If both the details are not recorded with the depository or Company, please enter the member ID / Folio No. in the Dividend Bank details field as mentioned above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After casting your vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non-Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Friday, the 2nd August, 2019. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date may obtain the login ID and password by sending a request to the Company's RTA at [mdlrc@yahoo.com](mailto:mdlrc@yahoo.com).
- (xix) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting/ballot paper voting.
- (xx) In case any member has queries, grievances or issues relating to e-voting, members may refer to the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or contact CDSL Toll free No. 1800225533, write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Arghya Majumdar, Assistant Manager, CDSL, 22, Camac Street, Block A, 1st Floor, Kolkata - 700 016, Tel: (033) 2262-1361, Email : [arghyan@cdslindia.com](mailto:arghyan@cdslindia.com) Members may also write to the Company Secretary of the Company at [aj@adlindia.in](mailto:aj@adlindia.in)

**GENERAL INSTRUCTIONS:**

- i. The Board of Directors has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS-2699/CP-2948), as the Scrutinizer to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the AGM, submit a consolidated scrutinizer's report of the votes cast in favour or against, if any, on the resolutions, to the Executive Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- iii. The Results on the resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.