ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490)
'D' Block, 3rd Floor, Gillander House,
8, Netaji Subhas Road, Kolkata - 700001
Tel: 033-2262-8456 / 8492 (Board Lines)
Email: albertdavid@adlindia.in; Website: www.albertdavidindia.com

NOTICE

To the Members

Notice is hereby given that the 87th Annual General Meeting ("AGM") of the Members of Albert David Limited("the Company") will be held on Thursday, 6th August, 2026 at 9:30 A.M ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

As Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of ₹ 5.00/- per equity share of ₹ 10/- each of the Company for the financial year ended 31st March, 2026.
3. To appoint a Director in place of Mrs. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation and being eligible, offers herself for re-appointment.

As Special Business

4. **To ratify the remuneration of the Cost Auditors for the financial year 2026-2027.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 & the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the remuneration payable to M/s. S. Gupta & Co., Cost & Management Accountants, Kolkata (bearing Firm Registration No. 000020), appointed by Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the F.Y. 2026-27 amounting to Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and out- of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution."

5. **To approve the revision in remuneration payable to Mr. Arun Kumar Kothari (DIN: 00051900), Whole-time Director designated as Executive Chairman of the Company for the period from 1st April, 2026 to 31st March, 2027.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company and in accordance with the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, applicable clauses of Memorandum and Articles of Association of the Company and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and other applicable laws, regulations, guidelines, if any and subject to any other approvals, if applicable, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Arun Kumar Kothari (DIN: 00051900), Whole-time Director designated as Executive Chairman of the Company for the period from 1st April, 2026 to 31st March, 2027 in the manner and to the extent set out in the supplementary agreement dated 12th May, 2026 and Explanatory Statement annexed to the Notice convening this AGM;

RESOLVED FURTHER THAT the remuneration (as set out in the Explanatory Statement) shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and shall be paid to Mr. Arun Kumar Kothari, Whole Time Director designated as Executive Chairman as minimum remuneration irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013 for such financial year;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in such financial year, Mr. Arun Kumar Kothari (DIN: 00051900) will be paid the Remuneration as specified in the Explanatory Statement, subject to the provisions of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT with the payment of Remuneration to Mr. Arun Kumar Kothari (DIN: 00051900), the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected inspite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in such Financial Year;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required in order to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in the said regard."

6. **Regularisation of Mr. Amit Mahla, Additional Director by appointing him as Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Amit Mahla (DIN: 11767012), who was appointed as an Additional Director of the Company with effect from 19th June, 2026 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required in order to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in the said regard."

7. **To appoint Mr. Amit Mahla (DIN: 11767012) as a Whole-time Director & CEO of the Company for a period of 5 years w.e.f. 19th June, 2026 to 18th June 2031 and fix his remuneration for the period from 19th June, 2026 to 31st March, 2027.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule-V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other sanction and approvals as may be necessary and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Amit Mahla (DIN: 11767012) as Whole-time Director & CEO of the Company, for a period of 5 years from 19th June, 2026 to 18th June, 2031, liable to retire by rotation on the terms and conditions and payment of remuneration, perquisites and benefits for the period from 19th June, 2026 to 31st March, 2027 as set out in the Explanatory Statement attached to this Notice and contained in the Agreement dated 19th June, 2026 entered into by and between the Company and Mr. Amit Mahla be and is also hereby approved, with the power to the Board of Directors to fix remuneration for further periods on the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to approval of Members of the Company;

RESOLVED FURTHER THAT Mr. Amit Mahla shall be subject to retirement by rotation during his tenure as Whole-time Director & CEO of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole-time Director & CEO;

RESOLVED FURTHER THAT the remuneration (as set out in the Explanatory Statement) shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and shall be paid to Mr. Amit Mahla, Whole-time Director & CEO as minimum remuneration irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013 for such financial year;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in such financial year, Mr. Amit Mahla (DIN: 11767012) will be paid the Remuneration as specified in the Explanatory Statement, subject to the provisions of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT with the payment of Remuneration (as set out in the Explanatory Statement) to Mr. Amit Mahla (DIN: 11767012), the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected inspite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in such Financial Year;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby empowered to alter and vary the terms and conditions of appointment including increasing the remuneration of Mr.

Amit Mahla as set out in the Explanatory Statement during the tenure, i.e. from 19th June, 2026 to 18th June, 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Registered Office:
'D' Block, 3rd Floor, Gillander House,
8, Netaji Subhas Road, Kolkata - 700 001.
CIN: L51109WB1938PLC009490

Date: 19th June, 2026
Place: Kolkata

By Order of the Board
For Albert David Limited
Sd/-
Lalit Lohia
Company Secretary &
Compliance Officer
ACS - 23995

NOTES

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 87th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Explanatory Statement") in relation to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice convening this AGM. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the Meeting will be held through VC/OAVM and physical attendance of the Members in any case has been dispensed with, the facility for appointment of proxies by the Members will not be available for the said Meeting and hence Proxy Form, Attendance Slip and route map of AGM is not annexed to this Notice.

4. In compliance with the Circulars, the Annual Report for F.Y. 2025-26, the Notice of the 87th AGM and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Annual report, including the exact path, where the Annual Report for F.Y. 2025-26 is available, is being sent to those members who have not registered their email address with the Company/Registrar and Share Transfer Agent/ Depository Participant/Depositories.

5. In line with MCA Circulars and SEBI Circular, the Notice convening the 87th AGM and

Annual Report for the F.Y. 2025-26 has been uploaded on the website of the Company at **https://www.albertdavidindia.com/annualreport.php**. The said documents can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of 87th AGM is also disseminated on the website of NSDL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at **www.evoting.nsdl.com**.

6. The Members can join the Meeting through VC/ OAVM mode 15 minutes before the time scheduled for the AGM.

7. The Company has availed the services of National Securities Depositories Limited ("NSDL") for conducting the AGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.

8. The Company has fixed **Thursday, 30th July, 2026** as the **"Record Date"** for determining entitlement of the Members to the dividend for the financial year ended March 31, 2026, if approved at the AGM. The Register of Members and Share Transfer Books will remain closed from **Friday, 31st July, 2026 to Thursday, 6th August, 2026** (both days inclusive).

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.
For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in section 206AA of the IT Act, 1961 i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during F.Y. 2026-27 does not exceed ₹10,000 and also in cases where members provide Form 15G / Form 15H (Form15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.

- Copy of the Tax Residency Certificate for F.Y. 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory.

- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022 systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at **https://www.incometax.gov.in/iec/foportal**.

- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.

- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

Shareholders can check their tax credit in Form 26AS from the e-filing account at https://www.incometax.gov.in/iec/foportal or "View Your Tax Credit" on **https://www.tdscpc.gov.in.**

Members are requested to submit their residential status, PAN and category to their respective depository participant(s) (DPs) in case of shares held in dematerialized form and with the Company/RTA in case of shares held in physical form. Members are requested to visit the website of company's RTA M/s. Maheshwari Datamatics Pvt. Ltd. at www.mdpl.in/form and download Form ISR- 1 and send duly signed form along with all documents as stated in the form to the RTA at 23, R. N. Mukherjee Road, 5th Floor, Kolkata 700001on or before Thursday, 30th July, 2026.

All members are requested to access a letter on **"communication of deduction of tax at source on dividend for F.Y. 2025-26"**, which is available on our website at **https://albertdavidindia.com/iform.php**

9. Pursuant to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

11. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a certified true copy of the Board Resolution or Power of Attorney (in PDF/JPG format), authorizing their representative to attend and vote on their behalf at the meeting. The said Resolution/ Authorization should be sent to the Scrutinizer by email to **daga.ashok@gmail.com** with a copy marked to **adlcorp.secretary@adlindia.in** and **evoting@nsdl.co.in.**

12. The Board of Directors have appointed CS Ashok Kumar Daga (Membership No. FCS 2699), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The e-voting result, along with the consolidated Scrutinizer's Report, will be announced on or before 8th August, 2026 and will be placed on the website of the Company and NSDL and shall be communicated to BSE Limited and National Stock Exchange of India

Limited. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 6th August, 2026.

13. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the 87th AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the 87th AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA and will also be displayed on the Company's website, i.e **https://www.albertdavidindia.com**.

14. During the AGM, Members may access the scanned copy of – the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Login to NSDL e-voting system at **www.evoting.nsdl.com.** Members desirous of such inspection are requested to write in advance to the Company Secretary at adlcorp.secretary@adlindia.in for inspection at the AGM.

15. To prevent fraudulent transactions, Members are advised to exercise their due diligence and notify the Company/ RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

16. The Board of Directors at its meeting held on 12th May, 2026 have recommended a final dividend of ₹5.00/- (Rupees Five only) per equity share (i.e. 50 % of face value of ₹10/- per share) subject to the approval of the Members in the ensuing Annual General Meeting of the Company. **The record date for the purpose of final dividend is Thursday 30th July, 2026**. **The final dividend**, once approved by the members in the ensuing AGM, **will be paid** only through electronic mode, **within 7 (Seven) days of the AGM**, to the shareholders who have furnished bank account details to the Company/its Registrar and Transfer Agent/Depository Participant, as applicable, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 and or send e-mail at compliance@mdplcorporate.com.

17. Members are requested to address all correspondence, including dividend-related matters, to RTA, Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 and e-mail at compliance@mdplcorporate.com.

18. Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), dividends remaining unpaid or unclaimed for a period of seven years from the date of their transfer to the Unpaid Dividend Account(s) are required to be transferred to the Investor Education and Protection Fund Authority ("IEPF Authority") constituted by the Central

Government. The underlying shares in respect of which dividends have remained unclaimed/ unpaid for 7 consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority. During the F.Y. 2025-26, the Company has already transferred the unpaid or unclaimed dividend pertaining to the financial year 2017-2018 being Rs.2,72,888/- and the underlying 4,037 equity shares of the Company to the IEPF Authority. All subsequent unpaid dividend will be transferred to IEPF, from time to time.

19. Members who have not encashed their dividend warrants and such unclaimed/unpaid dividend have been transferred to the designated account of IEPF, can claim the same by making an online application in the prescribed Form IEPF-5 available on the website of the IEPF Authority at **http://www.iepf.gov.in/IEPF/refund.html** and send a physical copy of the submitted Form IEPF 5 along with complete set of documents enumerated in the Form IEPF 5 to the Company. Further, unpaid/ unclaimed dividend for the year ended 31st March, 2019 along with the underlying shares shall be transferred to the Investor Education and Protection Fund during the F.Y. 2026-27. Members who have not yet encashed/ claimed their dividends for the financial years ending 31st March 2019, 31st March, 2020, 31st March, 2021, 31st March, 2022, 31st March, 2023, 31st March, 2024 & 31st March, 2025 are requested to claim the same from the Company immediately.

20. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Maheshwari Datamatics Pvt. Ltd. at **compliance@mdplcorporate.com** to receive copies of the Annual Report 2025-26 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

Type of holder	**Process to be followed**	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Maheshwari Datamatics Pvt. Ltd. either by email to **compliance@mdplcorporate.com** or by post to Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1 **https://www.sebi.gov.in/sebi_data/commondocs/mar-2023/Form_ISR-1_p.pdf**
	Update of signature of securities holder	Form ISR-2 **https://www.sebi.gov.in/sebi_data/commondocs/mar-2023/Form_ISR-2_p.pdf**
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13 **https://www.sebi.gov.in/sebi_data/commondocs/nov-2021/Form%20No.%20SH-13_p.pdf**
	Declaration to opt out	Form ISR-3 **https://www.sebi.gov.in/sebi_data/commondocs/mar-2023/Form_ISR-3_p.pdf**
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14 **https://www.sebi.gov.in/sebi_data/commondocs/nov-2021/Form%20No.%20SH-14_p.pdf**
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4 **https://www.sebi.gov.in/sebi_data/commondocs/jan-2026/Form%20ISR-4-revised_p.pdf**
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

21. The Company has designated an exclusive email-id to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at **adlcorp.secretary@adlindia.in**. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - https://smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website **https://www.albertdavidindia.com/investorr.php**

22. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

a. For shares held in electronic form: to their Depository Participants (DPs)

b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/16 dated October 12, 2023].
The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR -3 or Annexure A/Annexure B or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.albertdavidindia.com or from the RTA's website www.mdpl.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

23. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of the shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules,2014 are requested to visit the website of the RTA https://mdpl.in/form/registration-of- nomination and send their requests in Form No. SH-13 to the RTA. Further, Members desirous of cancelling/varying their earlier nomination (pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014), are requested to send their requests in Form No. SH-14 to the RTA. These forms will be made available on request.

24. Members who would like to express their views or ask questions during the AGM may register themselves as "speaker" by sending a request from their registered email address mentioning their Name, DP ID and Client ID/ Folio number, PAN, Mobile number to the Company Secretary at adlcorp.secretary@adlindia.in up to Sunday, 2nd August, 2026 till 5 p.m. Those Members who have registered themselves as speakers, will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

25. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Annexure-A

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards.

Name of the Director	Mrs. Prabhawati Devi Kothari	Mr. Arun Kumar Kothari	Mr. Amit Mahla
DIN	00051860	00051900	11767012
Date of Birth and Age	10th September, 1957 / 68 Years	10th July,1953/ 72 Years	5th September, 1973
Designation and Category of Director	Non-Executive Director	Whole-time Director designated as "Executive Chairman" of the Company	Whole-time Director & CEO
Date of Appointment on the Board	31st March, 2014	20th June, 1988	19th June, 2026
Qualifications	Commerce Graduate	Commerce Graduate	He holds a degree in Science, a postgraduate degree in English Literature and an Executive MBA (Rank Holder) from SIES, Mumbai.
Brief resume and nature of expertise in specific functional areas.	Mrs. Prabhawati Devi Kothari (DIN: 00051860), aged about 68 years, is a Commerce Graduate and is having good experience in the field of accounts, finance and administrative matters.	Mr. Arun Kumar Kothari (DIN: 00051900) Executive Chairman- Whole Time Director of the Company aged about 72 years is a Commerce graduate and an industrialist with rich experience in the field of pharmaceuticals, chemicals, tea, engineering and spinning industries etc. He has made a significant contribution in strategy, management and implementation aspects leading to the overall growth of the Company.	Mr. Amit Mahla is a seasoned leader with over 28 years of experience, recognized for transforming underperforming businesses into high growth engines. He has led large, P&L-driven portfolios across leading organizations, including Cipla, Emcure, Glenmark, Alembic, Sun Pharma and JB Pharma.
Terms and conditions of appointment/ reappointment	Retiring by rotation and being eligible, offers herself for re-appointment.	Retiring by rotation and being eligible, offers himself for re-appointment.	Appointed as Whole-time Director & CEO for a period of 5 years w.e.f 19.06.2026 to 18.06.2031.
Remuneration last drawn	Not Applicable	Rs. 2,60,39,540/- for F.Y. 2025-26.	Nil (Mr. Amit Mahla was appointed as CEO w.e.f 12.05.2026 and further appointed as Whole-time Director & CEO w.e.f 19.06.2026)
Remuneration sought to be Paid and Key terms and conditions of appointment	Not Applicable	As set out in Explanatory statement for Item no. 5	Set out in Explanatory statement for Item no. 6 & 7
Number of Board meeting attended during F.Y. 2025-26	5	5	Nil (Mr. Amit Mahla was appointed as CEO w.e.f 12.05.2026 and further appointed as Whole-time Director & CEO w.e.f 19.06.2026.)
Shareholding in Albert David Limited	17,527 Equity Shares	1,12,000 Equity Shares	NIL

Relationship with other directors and KMP of the Company	Mrs. Prabhawati Devi Kothari, Non-Executive Director is the wife of Mr. Arun Kumar Kothari, Executive Chairman and Whole-time Director of the Company and mother of Mr. Anand Vardhan Kothari, Non-Executive Director of the Company. She is not related to any other Directors (except above) and KMP's of the company.	Mr. Arun Kumar Kothari is the husband of Mrs. Prabhawati Devi Kothari, Non-Executive Director of the Company and father of Mr. Anand Vardhan Kothari, Non-Executive Director of the Company. He is not related to any other Directors (except above) and KMP's of the company.	Mr. Amit Mahla is not related to any director or Key Managerial Personnel of the Company.
# Names of Listed entities in which the person also hold the directorship and chairmanship/ membership of committees of the Board	**Directorship:** 1. Gillander Arbuthnot & Company Ltd. **Membership:** 1. Gillander Arbuthnot & Company Ltd. - Stakeholders Relationship Committee - Nomination and Remuneration Committee	**Directorship:** 1. Gillander Arbuthnot & Company Ltd. 2. Pilani Investment and Industries Corporation Ltd. **Membership:** 1. Gillander Arbuthnot & Company Ltd. – Audit Committee & Stakeholders Relationship Committee 2. Pilani Investment and Industries Corporation Ltd. - Stakeholders Relationship Committee	NIL
Name of the listed company in which he has resigned during the last 3 years	NIL	NIL	NIL

Note: Excludes Directorships in Private Limited Companies and Foreign Companies.

A. The Information and Instructions for Shareholders for Remote E-voting are as Under:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, 87th AGM shall be conducted through VC / OAVM.

2. The Members can join the 87th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 87th AGM without restriction on account of first come first served basis.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial

Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/ AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the 87th AGM will be provided by NSDL.

4. 87th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

The Instructions for Members for Remote E-voting and Joining General Meeting are as Under:-

i) **The remote e-voting period begins on Monday, 3rd August, 2026 at 9:00 A.M. and ends on Wednesday, 5th August, 2026 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Thursday, 30th July, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being, 30th July, 2026.** A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

ii) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email and holds shares **as on cut-off date i.e., Thursday, 30th July, 2026**, may obtain the User ID and password by sending a request to the Company's email address at adlcorp.secretary@adlindia.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evotingindia. com.

iii) Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.

iv) Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

v) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, all listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

How do I vote electronically using NSDL E-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL E-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com.** Select **"Register Online for IDeAS Portal"** or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 1. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or cal l at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL E-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at ***https://www.eservices.nsdl.com/*** *with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.
Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to daga.ashok@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution /

Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Senior Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **adlcorp.secretary@adlindia.in** .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to **adlcorp.secretary@adlindia.in.** If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained. **At step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

The Instructions for Members for E-voting on The Day of The 87th AGM are as under :-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions for Members for Attending The 87th AGM Through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **adlcorp.secretary@adlindia.in** on or before Sunday, 2nd August, 2026 within 5 P.M. The same will be replied by the company suitably.
6. Shareholders who want to register themselves as speakers kindly refer note no. 24 of this notice.

Registered Office:
'D' Block, 3rd Floor, Gillander House,
Netaji Subhas Road, Kolkata - 700 001.
CIN: L51109WB1938PLC009490

Date: 19th June, 2026
Place: Kolkata

By Order of the Board
For Albert David Limited
Sd/-
Lalit Lohia
Company Secretary &
Compliance Officer
ACS - 23995

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

The Board of Directors at their meeting held on 12th May 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s. S. Gupta & Co., Cost & Management Accountants (Firm Registration No.000020), as Cost Auditors of the Company, to conduct audit of the cost records of the Company for the financial year ending 31st March, 2027 at a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs ratification by the Members of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolutions as set out at

Item No.4 of the Notice convening this AGM for ratify ing the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2027.

None of the Directors/ Key Managerial Personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.4 of the Notice convening this AGM.

The Board recommends the **Ordinary Resolutions** set out at Item No.4 of the Notice of AGM for approval by the members.

Item No. 5

Mr. Arun Kumar Kothari (DIN: 00051900) was appointed first as a Whole-time Director of the Company w.e.f 20th June, 1988. Thereafter, he was currently re-appointed as a Whole-time Director designated as 'Executive Chairman' of the Company for a period of 5 years from 1st April, 2024 to 31st March, 2029, which was approved by the Members of the Company through Postal Ballot Results declared on 17th May, 2024 (in connection with its notice dated 16th April, 2024).

Mr. Arun Kumar Kothari's remuneration was fixed for the period from 1st April, 2025 to 31st March, 2026 and the Board of Directors was authorized to award annual increment to Mr. Arun Kumar Kothari.

During the financial year 2025-2026, Mr. Arun Kumar Kothari, Executive Chairman has attended all the meetings of the Board and Committees, wherein he is a member and actively participated in the meetings bringing his vast knowledge, experience and insight into the Board decision making. Mr. Arun Kumar Kothari is very proactive in all areas of operations of the Company. Under his guidance and leadership, several initiatives and structural changes were taken by the Company to improve its performance and market standing in the highly competitive scenario. In view of valuable contribution made by Mr. Arun Kumar Kothari towards the growth of the Company, the Board of Directors, at its meeting held on 12th May, 2026, as per the recommendation of the Nomination and Remuneration Committee and the Audit Committee, have considered revising the remuneration of Mr. Arun Kumar Kothari for the period from 1st April, 2026 to 31st March, 2027, subject to the approval of members of the Company at the ensuing Annual General Meeting of the Company. The revised remuneration of Mr. Arun Kumar Kothari is set out in the supplemental agreement dated 12th May, 2026 executed by and between the Company and Mr. Arun Kumar Kothari. The terms of remuneration are in accordance with Schedule V of the Companies Act, 2013.

The Directors have evaluated performance of Mr. Arun Kumar Kothari as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the Company and find his performance as an Executive Whole Time Director excellent and beneficial to the company.

An abstract of the remuneration payable to Mr. Arun Kumar Kothari as Executive Chairman of the Company under the Agreement is given below:-

REMUNERATION:

A. **Salary**: Rs. 17,28,250/- (Rupees Seventeen Lakhs Twenty Eighty Thousand Two Hundred and Fifty only) per month for the period from 1st April, 2026 to 31st March, 2027 and thereafter, such remuneration as may be recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors and Shareholders of the Company.

B. **Perquisites**: Apart from the above salary, Mr. Arun Kumar Kothari shall be entitled to the perquisites classified into the following three parts viz. Part A, B and C.

Part-A

i) Housing: The Company shall provide rent-free furnished accommodation. In case no accommodation is provided by the company, the Executive Chairman shall be entitled to House Rent Allowance limited to 8% of his salary i.e., Rs. 1,38,260/- per month.

ii) Medical Reimbursement and Leave Travel Assistance: The Executive Chairman shall be reimbursed to the extent of 10% of his salary i.e., Rs 1,72,825/- per month towards expenses incurred for self and family for Medical Expenses and Leave Travel anywhere in India as per Rules of the Company.

iii) Fee for Clubs: Up to a maximum of two clubs. This will not include any admission or life membership fees.

iv) Personal Accident Insurance/Life Insurance/Mediclaim Insurance: As per the Rules of the Company.

v) Ex-Gratia/Bonus: In accordance with the Rules of the Company i.e., Rs. 1,400/- per month.

vi) Special Allowance @ Rs.1,44,148/- per month.

Part-B

i) Company's contribution to Provident Fund: As per the Rules of the Company i.e., 12% of Basic Salary per annum.

ii) Gratuity: In accordance with Payment of Gratuity Act, 1972 and the Rules made thereunder i.e @ 4.8% of Basic Salary per annum.

iii) Leave with full pay: Encashment of leave will be permitted as per the Rules of the Company.

Part-C

i) Use of Car for Company's business: Any use of car for private purposes will be valued as per Income Tax Rules,1962.

ii) Use of mobile and telephone.

In case of no profit or inadequate profit in the F.Y. 2026-27, Mr. Arun Kumar Kothari shall be entitled to the remuneration / benefits and perquisites/allowances as above as minimum remuneration under Section 197and subject to the provisions of Schedule V of the Companies Act, 2013, irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013 for such financial year. The remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected inspite of the fact that the remuneration payable to them along with Mr. Arun Kumar Kothari remuneration may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in such Financial Year."

All other terms and conditions including other allowances and benefits stipulated in the agreement dated 14th March, 2024 shall remain unchanged.

The remunerations and perquisites payable to Mr. Arun Kumar Kothari shall be paid in accordance with the provisions prescribed under Schedule V of the Companies Act, 2013.This approval will also be considered in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

The Executive Chairman, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors and Committees thereof.

A copy of the Agreement as mentioned above will be available for inspection by the Members. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Pursuant to provisions of Section 102(1) of the Act the extent of shareholding of Mr. Arun Kumar Kothari and his relatives as on 31st March, 2026 are provided below.

Name of Director/KMP/ Relatives	Extent of shareholding in the Company (%)
Mr. Arun Kumar Kothari	1,12,000 (1.96%)
Mrs. Prabhawati Devi Kothari	17,527 (0.31%)
Mr. Anand Vardhan Kothari	5,66,500 (9.93%)
Mrs. Vedika Kothari	1500 (0.03%)

Apart from Mr. Arun Kumar Kothari, Mrs. Prabhawati Devi Kothari, Mr. Anand Vardhan Kothari and Mrs. Vedika Kothari, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions except to the extent of their shareholding in the Company.

Considering the valuable contribution of Mr. Arun Kumar Kothari in the growth of the Company, the Board recommends passing of the **special resolution** as set out in Item No.5 of the Notice of AGM for approval by the Members.

Item No. 6 & 7

The Board of Directors in their meeting held on 19th June, 2026, on recommendation of Nomination and Remuneration Committee of the Company, had appointed Mr. Amit Mahla (DIN: 11767012) as an Additional Director who will hold office till the date of this Annual General Meeting.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Amit Mahla holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, subject to the approval of the shareholders. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed.

A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member, signify ing his intention to propose the appointment of Mr. Amit Mahla as a Director of the Company, which is available for inspection by the members at the Registered Office of the Company on any working day except Saturdays from 10.00 a.m. to 1.00 p.m. upto 6th August, 2026 and will also be available for inspection at the Meeting.

The Board on recommendation of Nomination and Remuneration Committee including approval of Audit Committee for remuneration) had also appointed Mr. Mahla as Whole-time Director & CEO of the Company for a period of 5 years from 19th June, 2026 to 18th June, 2031, subject to approval by the members in the ensuing Annual General Meeting of the Company on the terms and conditions as per agreement dated 19th June, 2026 entered into by and between the Company and Mr. Amit Mahla.

Mr. Amit Mahla joined the Company as CEO effective 12th May, 2026. Mr. Amit Mahla, aged 52 Years (approx.), is a seasoned leader with over 28 years of experience, recognized for transforming underperforming businesses into high growth engines. He holds a degree in Science, a postgraduate degree in English Literature and an Executive MBA (Rank Holder) from SIES, Mumbai.

He has led large, P&L-driven portfolios across leading organizations, including Cipla, Emcure, Glenmark, Alembic, Sun Pharma and JB Pharma. He also brings entrepreneurial leadership experience, having worked with a start-up in Innovcare life sciences. Prior to joining Albert David, he was associated with JB Pharma.

He possesses extensive expertise across both acute and chronic segments of the Indian Pharmaceutical Market (IPM), with a strong focus on business transformation and strategic leadership. He has contributed to building over 20 big brands across key therapy areas.

He successfully led the integration of Sanzyme into JB Pharma—one of the most significant acquisitions in the IPM in recent times —ensuring seamless portfolio alignment, effective field-force integration and sustained post-acquisition growth while unlocking strategic synergies. He has consistently demonstrated his ability to turn around challenging businesses, drive new business launches, introduce successful new products, create new categories and provide thought leadership.

The Board of Directors is of the opinion that Mr. Amit Mahla, proposed to be appointed as a Whole-time Director & CEO, possesses appropriate skills, experience and knowledge required for discharge of his duties. His knowledge and experience will be of great value to the Company and hence recommends the Resolutions at Items No. 6 & 7 of this Notice for your approval.

The company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of appointment of such managerial person(s). The Company has not issued any Non-Convertible Debentures.

Mr. Amit Mahla satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

An abstract of the remuneration and perquisites payable to Mr. Mahla as Whole-time Director & CEO of the Company for the period from 19th June, 2026 to 31st March, 2027 is given below:-

Remuneration:
A) Salary:

Rs.5,77,570/- (Rupees Five Lakhs Seventy Seven Thousand Five Hundred and Seventy only) per month as basic salary for the period from 19th June, 2026 to 31st March, 2027 and thereafter such remuneration as may be recommended by the Nomination & Remuneration Committee and approved by the Audit Committee/Board of Directors/Members of the Company.

B) Benefits/Perquisites/Allowances:

1. House Rent Allowance - ₹2,31,028/- (Rupees Two Lakhs Thirty-One Thousand and Twenty Eight only) per month.

2. Special Allowance ₹2,62,485/- (Rupees Two Lakhs Sixty-Two Thousand Four Hundred and Eighty Five only) per month.

3. Variable Pay (15% of CTC) - ₹25,99,050/- (Rupees Twenty-Five Lakhs Ninety-Nine Thousand and fifty only) per annum.

4. LTA/Medical - He shall be reimbursed to the extent of 10% of the Basic salary towards expenses incurred for self and family for Medical Expenses and Leave Travel anywhere in India.

5. Group Personal Accident Insurance/Mediclaim Insurance cover as per Rules of the Company.

6. Ex-Gratia/Bonus: In accordance with the Rules of the Company.

7. Company's contribution to Provident Fund as per Rules of the Company.

8. Gratuity on retirement at the rate of 4.81% of Basic salary for each completed year of service.

9. Leave: Encashment of leave will be permitted as per Rules of the Company.

10. Use of Car for Company's business. Reimbursement of cost of actuals of fuels, driver, maintenance of car in Mumbai and Kolkata (1 car in Mumbai and 1 car in Kolkata). Any use of car for private purpose will be valued as per Income Tax Rules, 1962.

11. Use of mobile and telephone.

In case of no profit or inadequate profit in the F.Y. 2026-27, Mr. Amit Mahla shall be entitled to the remuneration / benefits and perquisites/allowances as above as minimum remuneration under Section 197and subject to the provisions of Schedule V of the Companies Act, 2013, irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013 for such financial year. The remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected inspite of the fact that the remuneration payable to them along with Mr. Mahla remuneration may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in such Financial Year."

The Whole-time Director & CEO, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee(s) thereof.

The Agreement dated 19th June, 2026 sets out the mutual rights and obligations of the Company and the Whole-time Director & CEO and details of powers and duties of the latter. The agreement can be terminated by either party by giving three months notice in writing. A copy of the agreement will be available for inspection by the Members at the registered office of the Company on all working days except Saturdays between 10.00 a.m. to 1.00 p.m. up to 6th August, 2026 and will also be available for inspection at the Meeting.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out hereinafter.

Pursuant to provisions of Section 102(1) of the Companies Act, 2013, the extent of shareholding of Mr. Amit Mahla and his relatives is provided below:

Name of Director/KMP/ Relatives	Extent of shareholding in the Company (%)
Mr. Amit Mahla	NIL
Relatives	NIL

Details of Mr. Amit Mahla is provided hereinafter pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Apart from Mr. Amit Mahla, none of the Directors / Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in theaforesaid resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 6 and special resolutions as act out at item No. 7 of the Notice of AGM for approval by the members.

Please refer to common disclosure, which is a part of this explanatory statement.

Common Disclosure

Details of Mr. Arun Kumar Kothari, Wholetime Director & Executive Chairman, Ms. Prabhawati Devi Kothari, Non-Executive Director and Mr. Amit Mahla, Wholetime Director & CEO are provided in Annexure-A to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act in respect of Item No. 5,6 and 7 of the Notice are as under:

i. The proposed remuneration has been approved by resolutions of the Nomination and Remuneration Committee, Audit Committee as well as, the Board;
ii. The Company has not committed any default in payment of dues to any bank or public financial institution or to non convertible debenture holders or any other secured creditor;
iii. Special Resolutions are being passed at the ensuing Annual General Meeting for payment of the remuneration. for F.Y. 2026-27.
iv. A statement containing specified information is set out hereunder:-

General Information:

1) Nature of Industry: Pharmaceuticals
2) Date of Commencement of commercial operation:16th November, 1938
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
4) Financial Performance

("Rs. in Lakhs")

Financial Parameters	2021-2022*	2022-2023*	2023-2024*	2024-2025*	2025-26*
Turnover	31242.68	34156.44	36246.17	34576.79	33,359.81
Net Profit as per Profit & Loss Account (after extra-ordinary items)	3525.83	3617.49	7542.01	1720.08	(149.47)
Amount of Dividend paid (including Corporate Dividend Tax)	342.43	513.64	513.64	656.32	285.39
Rate of Dividend declared	60%	90%	90%	115%	50%

*Figures for F.Y. 2021-22, 2022-23, 2023-24, 2024-25 and 2025-26 are as per revised Schedule III under Indian Accounting Standards (IND-AS) of the Companies Act, 2013.

5) Export Performance and Net Foreign Exchange Earned: F.O.B. value of Export excluding Freight & Insurance during the year 2025-2026 is Rs. 1,706.76 Lakhs.

6) Foreign investments or collaborations, if any: None.

Basic Information:

Particulars	Mrs. Prabhawati Devi Kothari Non-Executive Director	Mr. Arun Kumar Kothari Whole-time Director - Executive Chairman	Mr. Amit Mahla Whole-time Director & CEO
1. Background details	Mrs. Prabhawati Devi Kothari, aged about 68 years, is a commerce graduate and is having good experience in the field of accounts, finance and administrative matters.	Mr. Arun Kumar Kothari is associated with the Company since 1988 and possesses vast experience in managing the business and affairs of the Company. He is a Commerce graduate and an industrialist with rich experience in the field of pharmaceuticals, chemicals, tea, engineering and spinning industries etc. He has made a significant contribution in strategy, management and implementation aspects leading to the overall growth of the Company.	Mr. Amit Mahla joined the Company as CEO effective 12th May, 2026 and was appointed as Additional Director and Whole-time Director & CEO of the Company effective 19th June, 2026. He possesses experience of over 28 years in Pharmaceutical Industry.
2. Recognition and Awards	NA	NA	NA
3. Past remuneration	NA (Mrs. Prabhawati Devi Kothari is a Non-Executive Director and she gets only sitting fees)	Rs. 2,60,39,540/- for the F.Y. 2025-26 Rs. 2,89,97,254/- for the F.Y. 2024-25 Rs. 2,41,13,761 /- for the F.Y. 2023-24	NIL Mr. Mahla has been appointed as Whole-time Director & CEO w.e.f 19th June, 2026
4. Job profile and suitability	Mrs. Prabhawati Devi Kothari is a prominent and widely known Industrialist with rich experience in the field of tea, engineering, chemical, pharmaceuticals and spinning industries. She is a Commerce Graduate and is conversant with accounts, finance and general administrative matters.	Mr. Arun Kumar Kothari heads Kothari Group of Companies which includes Albert David Ltd., a trusted and flagship pharmaceutical company. Mr. Arun Kumar Kothari, son of Late G. D. Kothari, aged about 72 years has been involved in the business for three decades. He is a well-known industrialist having considerable experience in businesses of Tea, Pharmaceuticals, Chemicals, Engineering & Textile industry. Mr. Kothari looks after the overall management of the Company.	Mr. Amit Mahla, aged about 52 years, joined the Company as CEO on 12th May, 2026. Mr. Mahla possesses vast experience of 28 years in pharmaceutical industry with leading Indian and MNC companies. Prior to his appointment as an Additional Director and Whole-time Director & CEO with effect from 19 June 2026, he served as the Company's CEO with effect from 12 May 2026.
5. Remuneration proposed	NA	As set out in the Explanatory Statement. The remuneration has the approval of the Nomination and Remuneration Committee and also Audit Committee of the Company.	

6. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person	NA	Taking into consideration, the size and scale of operations of the Company and the responsibilities shouldered by Mr. A. K. Kothari and Mr. A. Mahla, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.	
7.Pecuniary relationship: directly or indirectly with the Company or relationship with managerial person, if any	NA	Besides the remuneration and dividend on shares held in the Company, Mr. A. K. Kothari does not have any other pecuniary relationship with the Company. Mr. A. K. Kothari is husband of Mrs. P. D. Kothari and father of Mr. A. V. Kothari, Non Executive Directors of the Company.	Besides the remuneration Mr. A. Mahla does not have any other pecuniary relationship with the Company and is not related to any Director or Key managerial person of the Company.

Other Information:

1. Reason of loss or inadequate profit: The Company is passing aforesaid Special Resolutions pursuant to the proviso to Sub- section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution, as the profitability of the Company may be impacted in future due to business environment during the period for which remuneration is payable.

2. Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that is expected to result in improvement in the performance of the Company.

3. Expected increase in productivity and profits in measurable terms: The Company has taken various initiatives to maintain and improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Disclosures:

The following disclosures are given in the Report of the Board of Directors under the heading "Corporate Governance Report" forming part of the Annual Report 2025-26:

Particulars	Mr. Arun Kothari , Whole Time Director (Executive Chairman)	Mr. Amit Mahla, Whole Time Director & CEO
i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;	As mentioned In the Corporate Governance Report for F.Y. 2025 -26	As mentioned in explanatory statement no. 6 & 7 of this Notice.
ii. Details of fixed component and performance linked incentives along with the performance criteria;	As mentioned In Corporate Governance Report for F.Y. 2025 -26	As mentioned in explanatory statement no. 6 & 7 of this Notice.

iii. Service contracts, notice period, severance fees;	As mentioned In Corporate Governance Report for F.Y. 2025 -26	Service contracts – 19 June, 2026 to 18th June,2031. Notice period - Three Months, Apart from salary in lieu of Notice period, there are no separate provisions for payment of severance fees.
iv. Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	As mentioned In Corporate Governance Report for F.Y. 2025 -26	The company has not issued any stock options to its Directors.

Request To Members:

Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same upto **Sunday, 2nd August, 2026 till 5:00 P.M** to the Company Secretary at adlcorp.secretary@adlindia.in or post your query to reach us before aforesaid date at the Registered Office address so as the same may be attended appropriately.

Information at a glance:

Sl No.	Particulars	Details
1	Date and Time of AGM	Thursday, 6th August, 2026 at 9.30 A.M ("IST")
2	Mode of conduct	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
3	Link to participate in the AGM through VC/OAVM	**https://www.evoting.nsdl.com**
4	Contact details of NSDL (e-voting service provider) for assistance before or during the AGM	Contact No.: 022 - 4887 7000 Members may connect with: Mr. Pritam Dutta, Senior Manager , National Securities Depository Limited at **pritamd@nsdl.com / evoting@nsdl.com**
5	Record Date for eligibility to Final dividend	Thursday, 30th July, 2026
6	Payment date for Final Dividend	Within 7 (Seven) days from the date of AGM.
7	Cut-off date to determine entitlement for e-voting	Thursday, 30th July, 2026
8	E-voting start date and time	Monday, 3rd August, 2026 at 9.00 a.m. (IST)
9	E-voting end date and time	Wednesday, 5th August, 2026 at 5.00 p.m. (IST)
10	E-voting event number (EVEN)	140036
11	Name, address and contact details of Registrar and Transfer Agent	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. Tel. No.: (033) 2248-2248 / 2243-5029, Fax No.: 2248-4787 Email: **compliance@mdplcorporate.com**

Registered Office:
'D' Block, 3rd Floor, Gillander House,
Netaji Subhas Road, Kolkata - 700 001.
CIN: L51109WB1938PLC009490

Date: 19th June, 2026
Place: Kolkata

By Order of the Board
For Albert David Limited
Sd/-
Lalit Lohia
Company Secretary &
Compliance Officer
ACS - 23995