

Ref: PB2/2025/Notice
September 5, 2025

The General Manager
 Department of Corporate Services
 BSE Limited
 P. J. Towers, Dalal Street,
 Mumbai – 400001.
Scrip Code: 524075

The Manager - Listing Department,
 National Stock Exchange of India Limited
 Exchange Plaza, Plot No. C-1, G Block,
 Bandra Kurla Complex, Bandra (East),
 Mumbai – 400051.
Symbol: ALBERTDAVD

Dear Sir / Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice dated 21st August, 2025 along with the Explanatory Statement and e-voting instructions, for seeking approval of the Members for the following Special Resolution as set out in the Postal Ballot Notice, by way of electronic voting ("remote e-voting"):

Sr. No.	Description of Special Resolution
1.	Re-appointment of Dr. Monjori Mitra (DIN: 02761691) as an Non-Executive Independent Women Director of the Company for a second term of 5 (five) years.

In accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and the last Circular No. 9/2024 dated 19th September, 2024, the Postal Ballot Notice is being sent today only through e-mail to all the Members, whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (RTA) / Depositories/ Depository Participants and whose names appear in the Register of Members / Beneficial Owners as on the cutoff Date, i.e., **Friday, 29th August, 2025.**

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically.

The said Postal Ballot Notice is also available on the Company's website at www.albertdavidindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The **remote e-voting** shall commence on **Monday, 8th September, 2025, at 09:00 A.M. (IST)** and shall end on **Tuesday, 7th October, 2025, at 5:00 P.M. (IST)**. During this period, members of the Company holding shares in physical or electronic form as on the Cut-off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Company has appointed **CS Ashok Kumar Daga (Membership No. FCS 2699), Practicing Company Secretary, Kolkata**, as the **Scrutinizer** to scrutinize the postal ballot process in a fair and transparent manner.

The results of e-voting will be placed by the Company on its website, www.albertdavidindia.com within 48 hours of the conclusion of the e-voting i.e., **on or before Thursday, 9th October, 2025** and shall also be communicated to the Depositories and Stock Exchanges, where the shares of the Company are listed.

Please take the same on record.

Thanking you,
Yours faithfully,
For **Albert David Limited**

Lalit Lohia
Company Secretary & Compliance Officer

Encl.: As above

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013, read with Rules 20, 22 of the Companies (Management and Administration Rules, 2014)]

To
All Members,

ALBERT DAVID LIMITED

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020 and the last Circular No. 9/2024 dated 19th September, 2024 respectively (the “Relevant Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to transact the below mentioned proposed special business by the members of the **Albert David Limited** (“the Company”) by passing resolutions through postal ballot (“Postal Ballot”) only through remote e-voting.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business only by postal ballot up to 30th September 2025, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company need to send Postal Ballot Notice by email only to all its members who have registered their email addresses with the Company or depository / depository participants. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Therefore, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only. The Company has engaged National Securities Depository Ltd. (“NSDL”) for facilitating voting through electronic means, as the authorised agency / e-voting service provider.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee vide resolution passed by way of Circulation on Thursday, 21st August, 2025 has appointed CS Ashok Kumar Daga (Membership No. FCS 2699), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by NSDL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e- voting i.e on or before 9th October, 2025.

The last date of the e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF DR. MONJORI MITRA (DIN: 02761691) AS AN NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) YEARS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of Board through Resolution passed by way of Circulation, approval of the members be and is hereby accorded for re-appointment of Dr. Monjori Mitra (DIN: 02761691) as an Non-Executive Independent Women Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from 24th August, 2025 to 23rd August, 2030;

“RESOLVED FURTHER THAT the Board of Directors, the Company Secretary and the Chief Financial Officer, be and they are hereby severally authorised to do all such acts, deeds and things as they may in their absolute discretion consider proper, necessary or desirable including obtaining any approval(s)– 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.”

**Registered Office:
“D” Block, 3rd Floor,
Gillander House,
Netaji Subhas Road,
Kolkata- 700 001**

**By Order of the Board of Directors
For Albert David Limited**

Date: 21st August, 2025

**sd/-
Lalit Lohia
Company Secretary**

NOTES:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and Secretarial Standard- 2 on General Meetings (“SS-2”) stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. In compliance with the Circulars issued by the MCA and SEBI, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / the Company’s Registrars and Transfer Agent (**‘RTA’**) as on **Friday, 29th August, 2025** (**‘Cut-Off Date’**) and whose email addresses are already registered with the Company or the RTA or Depository Participant or Depositories as on cut-off date. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company or the RTA or Depository Participant or Depositories) shall be entitled to vote in relation to the Resolutions in accordance with the process specified in this Notice.
4. The Company has engaged National Securities Depository Ltd. (“NSDL”) for facilitating voting through electronic means, as the authorised agency / e-voting service provider. The detailed procedure with respect to remote e-voting is mentioned in the Notes to this Notice.
5. A copy of this Notice is also available on the website of the Company at https://albertdavidindia.com/notice_agm.php, website of BSE Limited (**‘BSE’**) at www.bseindia.com, website of National Stock Exchange of India Limited (**‘NSE’**) at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.
6. The vote in this Postal Ballot cannot be exercised through proxy.
7. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to adlcorp.secretary@adlindia.in from their registered email address mentioning their name, folio numbers / DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
8. The details pertaining to this Postal Ballot will be published in newspapers as required.
9. The remote e-voting shall commence on **Monday, 8th September, 2025, at 9:00 A.M. (IST)** and shall end on **Tuesday, 7th October, 2025, at 5:00 P.M. (IST)**. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
10. The Board of Directors have appointed **CS Ashok Kumar Daga (Membership No. FCS 2699), Practicing Company Secretary, Kolkata as the Scrutinizer** to scrutinize the postal ballot process in a fair and transparent manner.

11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Thursday, 9th October, 2025**. The Scrutinizer's decision on the validity of votes cast will be final.
12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://albertdavidindia.com/evotingr.php> and on the website of NSDL at <https://www.evoting.nsdl.com> and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered / Head / Corporate Office of the Company.
13. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Tuesday, 7th October, 2025**.
14. **Information and instructions for shareholders for the purpose of remote e-voting are as under:**
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 read with SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through the Postal Ballot. For this purpose, the Company has engaged National Securities Depository Ltd. ("NSDL") for facilitating voting through electronic means, as the authorised agency / e-voting service provider.
 - b) The remote e-voting period begins on **Monday, 8th September, 2025, at 9:00 A.M. (IST)** and shall end on **Tuesday, 7th October, 2025, at 5:00 P.M. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 29th August, 2025**, only shall be entitled to avail the facility of e-voting. The e-voting module shall be disabled by NSDL for voting immediately thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. 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. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 - c) Members may obtain their User ID and Password by sending a request to the Company's email address adlcorp.secretary@adlindia.in. However, if such member is already registered with NSDL for remote e-voting then he/she can use the existing user ID and password for casting their vote. If member has forgotten the password, the password can be reset by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
 - d) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, and 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. 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. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December

9, 2020 read with SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts to access the said e-voting facility.

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.	<ol style="list-style-type: none"> 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. 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.

	<ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p style="text-align: center; color: #0070C0;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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.

	<p>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.</p> <p>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.</p>
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 call 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://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 use 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, Assistant 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), AADHAR (self attested scanned copy of Aadhar 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), AADHAR (self attested scanned copy of Aadhar Card) 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.

**Registered Office:
“D” Block, 3rd Floor,
Gillander House,
8, Netaji Subhas Road,
Kolkata- 700 001**

Date: 21st August, 2025

**By Order of the Board of Directors
For Albert David Limited**

**sd/-
Lalit Lohia
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**Item No. 1**

At the Annual General Meeting held on 25th September 2020, the Members of the Company had approved the appointment of Dr. Monjori Mitra (DIN: 02761691) as an Independent Director of the Company, to hold office up to 23rd August, 2025 (“**first term**”).

Dr. Monjori Mitra is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the “**Act**”) and has given her consent to act as a Director. The Company has also received declaration from Dr. Monjori Mitra that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“**SEBI**”) or any such authority.

The Board of Directors, on the basis of her professional background, experience and contributions made by her during her tenure and based on the recommendation of Nomination and Remuneration Committee, vide resolution passed by way of Circulation on Thursday, 21st August, 2025 approved re-appointment of Dr. Monjori Mitra (DIN: 02761691) as an Independent Women Director, for a second term of 5 (five) consecutive years commencing from 24th August, 2025 to 23rd August, 2030 under sections 149, 150, 152, 164, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, subject to the approval of Members in the general meeting (By means of ensuing Postal Ballot) and any other approval as may be required from time to time.

In terms of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company needs to obtain approval from Shareholders for her re-appointment at next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier. Accordingly, the Board has decided to seek approval of the same from the Shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the “Act”). Accordingly, the approval of shareholders is sought for re-appointment of Dr. Monjori Mitra as an Independent Director.

Brief Profile

Dr. Monjori Mitra (DIN: 02761691) holds MBBS Degree in Medical, D.C.H. in Child Health and DNB in Pediatrics and has vast experience of about 24 years in infectious disease and Vaccinology in Pediatrics and is recipient of several awards in her domain. She conducted and coordinated and designed various clinical studies, published the study reports in index journal, also been speaker and faculty in many medical forums.

A copy of the draft Letter of re-appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on adlcorp.secretary@adlindia.in

In the opinion of the Board of Directors, Dr. Monjori Mitra fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Dr. Monjori Mitra shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meetings (“SS-2”) -2 issued by the Institute of Company Secretaries of India are set out in the **Annexure to the Explanatory Statement**. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Except Dr. Monjori Mitra, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 1 of the accompanying Notice.

Registered Office:
“D” Block, 3rd Floor,
Gillander House,
Netaji Subhas Road,
Kolkata- 700 001

**By Order of the Board of Directors
For Albert David Limited**

sd/-
Lalit Lohia
Company Secretary

Date: 21st August, 2025

ANNEXURE TO THE EXPLANATORY STATEMENT

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standard - 2 on General Meetings (“SS-2”) as prescribed by the Institute of Company Secretaries of India.

Sl. No.	Particulars	Details
1.	Name of Director	Dr. Monjori Mitra
2.	DIN	02761691
3.	Date of Birth	12/2/1962
4.	Age	63 Years
5.	Date of first appointment on the Board	24th August, 2020 as an Additional Director designated as Non-Executive Independent Director.

6.	Qualifications	Dr. Monjori Mitra (DIN: 02761691) holds MBBS Degree in Medical, D.C.H. in Child Health and DNB in Pediatrics.
7.	Experience and expertise in specific functional Area	She has vast experience of about 24 years in infectious disease and Vaccinology in Pediatrics and is recipient of several awards in her domain. She conducted and coordinated and designed various clinical studies, published the study reports in index journal, also been speaker and faculty in many medical forums.
8.	Terms and conditions of appointment or re-appointment	Re-appointed as Independent Director for a second term of 5 (five) consecutive years effective from 24th August, 2025 to 23rd August, 2030 not liable to retire by rotation. Details available on Company's website https://www.albertdavidindia.com .
9.	Details of remuneration sought to be paid	Sitting fee for attending Board and Committee meetings of the Company.
10.	Details of remuneration last drawn	NA. She gets only sitting fees for attending Board and Committee meetings of the Company.
11.	Number of meetings of the Board attended during the financial year 2024-25	4 out of 4 meetings held.
12.	Number of Shares held in Equity Capital of the Company	NA
13.	Directorship held in other Indian Listed Companies	NA
14.	Chairman/Member of Committees of Board of Director of other Listed Companies	NA
15.	Disclosure of relationships between Directors/KMP inter-se	Dr. Monjori Mitra is not related to any Director/KMP of the Company.
16.	Listed entities from which resigned in past 3 years	NA
17.	Skills and capabilities of Independent Director required for the role, manner in which the proposed person meets	Dr. Monjori Mitra carries vast experience of about 24 years in infectious disease and Vaccinology in Pediatrics and is recipient of several awards in her domain. She conducted and coordinated and designed

	threw requirements, and justification for choosing the appointee	various clinical studies, published the study reports in index journal, also been speaker and faculty in many medical forums.
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Information at a glance related to Postal Ballot:

S/I No.	Particulars	Details
1	Contact details of NSDL (e-voting service provider) for assistance on postal ballot	Contact No.: 022 - 4886 7000 Members may connect with: Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com
2	Cut-off date to determine entitlement for e-voting	Friday, 29 th August, 2025
3	E-voting start date and time	Monday, 8 th September, 2025 at 9.00 a.m. (IST)
4	E-voting end date and time	Tuesday, 7 th October, 2025 at 5.00 p.m. (IST)
5	E-voting event number (EVEN)	136715
6	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: mdpldc@yahoo.com
7	Postal Ballot Result date	On or before Thursday, 9 th October, 2025.

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Kolkata- 700 001

**By Order of the Board of Directors
For Albert David Limited**

Date: 21st August, 2025

sd/-
Lalit Lohia
Company Secretary