

Ref.: ID/AS/PBNOTICE

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

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

Dear Sir/s,

**Sub: Postal Ballot Notice**

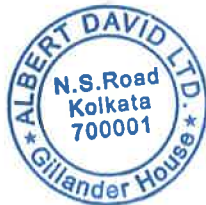
In furtherance of our Letter Ref.: ID/AS/Reg30 dated February 15, 2019, we wish to inform you that the Company is in the process of conducting postal ballot (including voting by electronic means) for seeking approval of the Members by way of Special Resolutions for:


1. Re-appointment of Mr. Rajiv Singhi (DIN-00071285) as an Independent Director of the Company for a term of five years from 1st April, 2019 upto 31st March, 2024.
2. Re-appointment of Mr. Hemal Kampani (DIN-00057715) as an Independent Director of the Company for a term of five years from 1st April, 2019 upto 31st March, 2024.
3. Re-appointment of Mr. Arindam Sarkar (DIN- 06938957) as an Independent Director of the Company for a period from 7th August, 2019 upto 31st March, 2024.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we now attach a copy of the Postal Ballot Notice dated 14<sup>th</sup> February, 2019, Explanatory Statement thereto and the Postal Ballot Form, as dispatched to the members of the Company. These are also available on the website of the Company [www.albertdavidindia.com](http://www.albertdavidindia.com) and on the website of Central Depository Services (India) Ltd. whose services are availed by the Company for providing e-voting platform to the members of the Company for the purpose.

Please take the above on record.

Thanking you,  
Yours faithfully,  
For **Albert David Ltd.**





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

Encl.: A/a

# ALBERT DAVID LIMITED

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

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22  
of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable laws and regulations, to transact the following Special Businesses by the Members of Albert David Ltd. ("the Company") by passing the Resolutions appended below, by way of Postal Ballot which includes voting through electronic means ("e-voting"). The Explanatory Statement under Section 102(1) of the Act pertaining to the said resolutions, setting out the material facts and reasons thereof is annexed hereto along with the postal ballot form for your consideration.

In the event the draft resolutions as set out in this notice are assented to by the requisite majority of Members by means of e-voting and postal ballot (whichever method the members opt for), they shall be deemed to have been passed at an Extraordinary General Meeting.

The Board of Directors of the Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS-2699, C.P.No.-2948) as the Scrutinizer for conducting the voting process through Postal Ballot / e-voting in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions inscribed overleaf of the Postal Ballot Form and return the same duly completed in all respects in the enclosed self-addressed Reply Envelope (if posted in India) so as to reach the Scrutinizer on or before 5.00 PM (IST) on Wednesday, 27th March, 2019, the last date for receipt of the completed Postal Ballot Forms, failing which, it will be rejected and considered that no reply has been received from the Member. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Reply Envelope.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing an option to the Members to cast their votes by way of e-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL") as the authorised agency to provide e-voting facilities to the Members. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) from 10.00 AM on Tuesday, 26th February, 2019 till 5.00PM (IST) on Wednesday, 27th March, 2019.

Members are requested to carefully read and follow the instructions mentioned below related to voting by postal ballot/e-voting. The Members can opt for only one mode of voting i.e., either by physical ballot or through e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.

On completion of scrutiny of the Postal Ballot Forms and e-voting data provided by CDSL in respect of votes cast through e-voting, the Scrutinizer will submit his Report to the Chairman of the Company. Based on the Scrutinizer's Report, the results of the postal ballot shall be declared on or before 5:00 PM on 29th March, 2019 by the Chairman of the Company or any other Director authorised by him.

The result of the Postal Ballot will be declared at the Registered Office of the Company located at 'D' Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata – 700001 and shall be communicated to BSE Ltd. (BSE), National Stock Exchange of India Ltd. (NSE) and shall be hosted on the Company's website [www.albertdavidindia.com](http://www.albertdavidindia.com) and on the Notice Board of the Company at its Registered Office.

### SPECIAL BUSINESS:

#### 1. RE-APPOINTMENT OF MR. RAJIV SINGHI (DIN-00071285) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof,

for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable laws, regulations and guidelines, if any, Mr. Rajiv Singhi (DIN-00071285), Independent Director of the Company, who holds office of Independent Director upto 31st March, 2019 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, including any amendments thereof, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 to 31st March, 2024.

**RESOLVED FURTHER THAT** all the Directors and the Company Secretary of the Company be and they are hereby severally authorized to do all such acts, deeds and things to give effect to the resolutions and matters incidental and ancillary thereto.”

## **2. RE-APPOINTMENT OF MR. HEMAL KAMPANI (DIN-00057715) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable laws, regulations, and guidelines, if any, Mr. Hemal Kampani (DIN-00057715), Independent Director of the Company, who holds office of Independent Director upto 31st March, 2019 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations including any amendments thereof and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 to 31st March, 2024.

**RESOLVED FURTHER THAT** all the Directors and the Company Secretary of the Company be and they are hereby severally authorized to do all such acts, deeds and things to give effect to the resolutions and matters incidental and ancillary thereto.”

## **3. RE-APPOINTMENT OF MR. ARINDAM SARKAR (DIN-06938957) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable laws, regulations and guidelines, if any, Mr. Arindam Sarkar (DIN-06938957), Independent Director of the Company, who holds office of Independent Director upto 6th August, 2019 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, including any amendments thereof, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term with effect from 7th August, 2019 to 31st March, 2024.

**RESOLVED FURTHER THAT** all the Directors and the Company Secretary of the Company be and they are hereby severally authorized to do all such acts, deeds and things to give effect to the resolutions and matters incidental and ancillary thereto.”

By Order of the Board of Directors  
For **Albert David Ltd.**

Sd/-  
Indrajit Dhar  
Associate Vice President (Accounts & Taxation)  
-cum-Company Secretary  
ACS - 9054

Place : Kolkata  
Date : 14th February, 2019

## NOTES :

1. The consent of the Members is solicited by passing the resolutions as detailed in this Notice by way of a Postal Ballot.
2. The Explanatory Statement stating the material facts and reasons for the proposed Resolutions pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") is annexed herewith. Disclosure pursuant to SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (Listing Regulations), and Secretarial Standards - 2, with respect to the Directors seeking re-appointment is annexed and forms part of the postal ballot notice. The Directors have furnished consent/declaration for their re-appointment as required under the Companies Act, 2013, the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cutoff date, i.e. Friday, 15th February, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of demat shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members, whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed Reply Envelope.
4. A person whose name is recorded in the Register of Members, or in the Register of Beneficial Owners maintained by the Depositories, as on the cut-off date, only shall be considered for the purpose of voting and shall be entitled to vote through postal ballot paper or e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only and his vote will not be considered.
5. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives, with proof of their authorization.
6. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed and signed in the attached self – addressed Reply Envelope so as to reach the Scrutinizer not later than 5.00 PM on Wednesday, 27th March, 2019. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the members will also be accepted.
7. Members desirous of obtaining printed postal ballot form or a duplicate thereof may write to the Company mentioning their details at the Registered Office at 'D' Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata-700001 or write a mail to Mr. Indrajit Dhar, Associate Vice President (Accounts & Taxation)-cum-Company Secretary at id@adlindia.in.
8. In compliance with Section 108 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to its Members to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting form part of this Notice.
9. The shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting by physical Postal Ballot will be treated as invalid.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on the cutoff date, i.e. Friday, 15th February, 2019. The voting period commences on Tuesday, 26th February, 2019 at 10.00 AM(IST) and ends on Wednesday, 27th March, 2019 at 5.00 PM (IST).
11. The Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS-2699, C.P. No.-2948) as the Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballot forms received from members and the voting data provided by CDSL and the result of the Postal Ballot will be announced by the Chairman or any other Director of the Company duly authorized, on or before Friday, 29th March, 2019 by 5.00 PM at the Registered Office of the Company and shall also be displayed on the Company's website ([www.albertdavidindia.com](http://www.albertdavidindia.com)), notice board at the Registered Office of the Company and communicated to BSE Ltd. and National Stock Exchange of India Ltd. where the shares of the Company are listed, CDSL and the Registrar and Share Transfer Agent on the said date.
13. The Resolutions, if passed by requisite majority, shall be deemed to have been passed at a General Meeting of the Members convened in this behalf as on the last date specified by the Company, for receipt of duly completed Postal Ballot Forms or E-voting i.e. Wednesday, 27th March, 2019.
14. In case any member has queries, grievances or issues relating to Postal Ballot, members are requested to contact Mr. S. Rajagopal, Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001, Phone Number: 033-2248-2248/2243-5029, Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) and for any queries, grievances or issues related to e-voting, members may refer to the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or contact CDSL Toll free No. 1800225533, write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Arghya Majumdar, Assistant Manager, CDSL, 22, Camac Street, Block A, 1st Floor, Kolkata – 700016, Tel: (033) 2282-1361, Email : [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com). Members may also write to the Company Secretary of the Company at [id@adlindia.in](mailto:id@adlindia.in).
15. All the documents referred to in the Notice & Explanatory Statement will be available for inspection at the Registered Office of the Company at 'D' Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata-700001 on any working day between 11:00 AM (IST) and 1:00 PM (IST) from the date of dispatch of the Notice up to the date of declaration of the result of postal ballot.

**16. Voting through electronic means:**

In compliance with Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 made thereunder and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to its Members to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Ltd. (“CDSL”) for the purpose.

- I. The remote e-voting period shall commence on Tuesday, 26th February, 2019 at 10:00 AM (IST) and end on Wednesday, 27th March, 2019 at 5:00 PM (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, 15th February, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL thereafter. Once the member casts the vote on a resolution, the member shall not be allowed to change it subsequently.
- II. Members as on the cut-off date, i.e. Friday, 15th February, 2019, shall only be eligible for e-voting.
- III. The process and manner for remote e-voting is as under:
  - i. The shareholders should log on to the e-voting website – [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - ii. Click on “Shareholders” tab.
  - iii. Now Enter your User ID –
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NDSL: 8 characters DP ID followed by 8 digits Client ID
    - c. Members holding shares in physical form should enter their folio number registered with the Company.
  - iv. Next enter the image verification as displayed and click on ‘Login’.
  - v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name (in CAPITAL letters) and the 8 digits of the sequence number in the PAN field.  In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or Folio No. in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio No.
	If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned above.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- ix. For Members holding shares in physical form, the above details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN relevant for Albert David Ltd.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xiv. Once you "CONFIRM" your vote on the resolutions, you will not be allowed to modify your vote or cast the vote again.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**xvii. Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form duly stamped and signed should be emailed by the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
17. The Scrutinizer's decision on validity of the postal ballot shall be final.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
19. A copy of this Notice has been placed on the website of the Company ([www.albertdavidindia.com](http://www.albertdavidindia.com)) and the website of CDSL.

By Order of the Board of Directors  
For **Albert David Ltd.**

Sd/-  
Indrajit Dhar  
Associate Vice President (Accounts & Taxation)  
-cum-Company Secretary  
ACS - 9054

Place : Kolkata  
Date : 14th February, 2019

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**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102(1) of the Companies Act, 2013]**

**Item No. 1**

Mr. Rajiv Singhi (DIN-00071285) was appointed as an Independent Director of the Company with effect from 1st April, 2014 for a period of five years. The term of appointment of Mr. Singhi as an Independent Director of the Company ends on 31st March, 2019.

The Company has received consent in writing from Mr. Singhi to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of qualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing of a special resolution by the Members of the Company.

In the opinion of the Board of Directors, Mr. Rajiv Singhi fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

**Brief resume and expertise of Mr. Rajiv Singhi:** Mr. Rajiv Singhi, aged about 57 years, is a Fellow member of the Institute of Chartered Accountants of India and senior partner of a reputed firm of Chartered Accountants. Mr. Singhi is having vast experience in Accounting, Audit, Financial matters, Merger/Demerge, GDR issue, etc.

**Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel (KMP):** Mr. Rajiv Singhi is not related to any Director, Manager or KMP of the Company.

**Date of first appointment on the Board:** 30th June, 1998.

**Names of Listed entities in which Mr. Rajiv Singhi holds Directorship/Chairmanship and the Chairmanship/Membership of Board Committees:**

Name of the Company	Directorship/Chairmanship	Name of the Committee	Whether Chairman/Member
Albert David Ltd.	Director	Audit Committee Nomination and Remuneration Committee	Chairman Chairman
New India Retailing & Investment Ltd.	Director	Audit Committee Nomination & Remuneration Committee	Chairman Member

**Details of shareholding of Mr. Rajiv Singhi in Albert David Ltd.:** Nil

**No. of Board Meetings attended during the year:**

Total No. of Board Meetings held: 4

Total No. of Board Meetings attended: 4

**Last drawn remuneration:** Mr. Rajiv Singhi was paid an amount of Rs.130,000/- as sitting fees for attending meetings of the Board and Committees during the financial year ended 31st March, 2018.

**Details of remuneration sought to be paid:** Mr. Rajiv Singhi shall be entitled to sitting fees for attending meetings of the Board of Directors/Committee(s) as may be decided by the Board from time to time.

**Summary of performance evaluation of Mr. Rajiv Singhi:** Mr. Rajiv Singhi has been actively participating in Board and Committee meetings of the Company. He has extensively contributed to the Company's progress with his knowledge and expertise in financial matters and general management. The performance evaluation of the Independent Directors were conducted by the entire Board (excluding the director being evaluated) on the basis of criteria such as transparency, analytical capability, advising, providing suggestion to the Company's management, level of skill and expertise etc.

On the basis of said evaluation, the Board based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 recommends the re-appointment of Mr. Rajiv Singhi as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.

A copy of the letter to be issued to Mr. Rajiv Singhi setting out the terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company on any working day excluding Saturdays, between 11:00 AM (IST) and 1:00 PM (IST) from the date of dispatch of the Notice of Postal Ballot up to the date of declaration of the results of postal ballot.

Having regard to the qualification, knowledge, experience and expertise, Mr. Rajiv Singhi's re-appointment as an Independent Director will be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajiv Singhi as an Independent Director.

Except Mr. Rajiv Singhi, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the special resolution set out in Item No. 1 of the Notice of Postal Ballot.

The Board recommends the special resolution set out at Item No. 1 of the Notice of Postal Ballot for approval by the shareholders of the Company.

**Item No. 2**

Mr. Hemal Kampani (DIN-00057715) was appointed as an Independent Director of the Company with effect from 1st April, 2014 for a period of five years. The term of appointment of Mr. Kampani as an Independent Director of the Company ends on 31st March, 2019.

The Company has received consent in writing from Mr. Kampani to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of qualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under sub-section (6) of section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing of a special resolution by the Members of the Company.

In the opinion of the Board of Directors, Mr. Kampani fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

**Brief resume and expertise of Mr. Hemal Kampani:** Mr. Hemal Kampani, aged about 62 years is a B.Com graduate having a vast experience of more than 37 years in the primary & secondary markets and financial matters.

**Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel (KMP):** Mr. Hemal Kampani is not related to any Director, Manager or KMP of the Company.

**Date of first appointment on the Board:** 11th March, 1993.

**Names of Listed entities in which Mr. Hemal Kampani holds Directorship/Chairmanship and the Chairmanship/ Membership of Board Committees:**

Name of the Company	Directorship/ Chairmanship	Name of the Committee	Whether Chairman/ Member
Albert David Ltd.	Director	Audit Committee Nomination and Remuneration Committee Stakeholders' Relationship/ Grievance Committee	Member Member Chairman
VCK Capital Market Services Ltd.	Chairman	Nomination and Remuneration Committee Stakeholders' Relationship/ Grievance Committee	Member Member

**Details of shareholding of Mr. Hemal Kampani in Albert David Ltd.:** Nil

**No. of Board Meetings attended during the year:**

Total No. of Board Meetings held: 4

Total No. of Board Meetings attended: 4

**Last drawn remuneration:** Mr. Hemal Kampani was paid an amount of Rs.210,000/- as sitting fees for attending meetings of the Board and Committees during the financial year ended 31st March, 2018.

**Details of remuneration sought to be paid:** Mr. Hemal Kampani shall be entitled to sitting fees for attending meetings of the Board of Directors/Committee(s) as may be decided by the Board from time to time.

**Summary of performance evaluation of Mr. Hemal Kampani:** Mr. Hemal Kampani has been actively participating in Board and Committee meetings of the Company. He has extensively contributed to the Company with his knowledge and experience in matters related to capital markets and general management. The performance evaluation of the Independent Directors were conducted by the entire Board (excluding the director being evaluated) on the basis of criteria such as transparency, analytical capability, advising, providing suggestion to the Company's management, level of skill and expertise etc.

On the basis of said evaluation, the Board based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 recommends the re-appointment of Mr. Hemal Kampani as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.

A copy of the letter to be issued to Mr. Kampani setting out the terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company on any working day excluding Saturdays, between 11:00 AM (IST) and 1:00 PM (IST) from the date of dispatch of the Notice of Postal Ballot up to the date of declaration of the results of postal ballot.

Having regard to the qualification, knowledge, experience and expertise, Mr. Hemal Kampani's re-appointment as an Independent Director will be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kampani as an Independent Director.

Except Mr. Hemal Kampani, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the special resolution set out in Item No. 2 of the Notice.

The Board recommends the special resolution set out at Item No. 2 of the Notice of Postal Ballot for approval by the shareholders of the Company.

### **Item No. 3**

Mr. Arindam Sarkar (DIN-06938957) was appointed as an Independent Director of the Company with effect from 7th August, 2014 for a period of five years. The term of appointment of Mr. Arindam Sarkar as an Independent Director of the Company ends on 6th August, 2019.

The Company has received consent in writing from Mr. Sarkar to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of qualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing of a special resolution by the Members of the Company.

In the opinion of the Board of Directors, Mr. Arindam Sarkar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management of the Company.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

**Brief resume and expertise of Mr. Arindam Sarkar:** Mr. Arindam Sarkar aged about 38 years is a B.A., LLB from National University of Juridical Sciences. Mr. Sarkar is an Advocate and Partner of a reputed Solicitor firm having years of experience, inter-alia, in venture capital, private equity, investment and financial matters and litigations.



**Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel (KMP):** Mr. Arindam Sarkar is not related to any Director, Manager or KMP of the Company.

**Date of first appointment on the Board:** 7th August, 2014.

**Names of Listed entities in which Mr. Arindam Sarkar holds Directorship/Chairmanship and the Chairmanship/Membership of Board Committees:**

Name of the Company	Directorship/Chairmanship	Name of the Committee	Whether Chairman/Member
Albert David Ltd.	Director	Nomination and Remuneration Committee Corporate Social Responsibility Committee	Member Member
Rasoi Ltd.	Director	-	-
Saregama India Ltd.	Director	-	-

**Details of shareholding of Mr. Arindam Sarkar in Albert David Ltd.:** Nil

**No. of Board Meetings attended during the year:**

Total No. of Board Meetings held: 4

Total No. of Board Meetings attended: 3

**Last drawn remuneration:** Mr. Arindam Sarkar was paid an amount of Rs.130,000/- as sitting fees for attending meetings of the Board and Committees during the financial year ended 31st March, 2018.

**Details of remuneration sought to be paid:** Mr. Arindam Sarkar shall be entitled to sitting fees for attending meetings of the Board of Directors/Committee(s) as may be decided by the Board from time to time thereof.

**Summary of performance evaluation of Mr. Arindam Sarkar:** Mr. Arindam Sarkar has been actively participating in Board and Committee meetings of the Company. He has extensively contributed to the Company with his knowledge and expertise in legal affairs, litigations and general corporate matters. The performance evaluation of the Independent Directors were conducted by the entire Board (excluding the director being evaluated) on the basis of criteria such as transparency, analytical capability, advising, providing suggestion to the Company's management, level of skill and expertise etc.

On the basis of said evaluation, the Board based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 recommends the re-appointment of Mr. Arindam Sarkar as an Independent Director of the Company for another term from 7th August, 2019 to 31st March, 2024, not liable to retire by rotation.

A copy of the letter to be issued to Mr. Sarkar setting out the terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company on any working day excluding Saturdays, between 11:00 AM (IST) and 1:00 PM (IST) from the date of dispatch of the Notice of Postal Ballot up to the date of declaration of the results of postal ballot.

Having regard to the qualification, knowledge, experience and expertise, Mr. Arindam Sarkar's re-appointment as an Independent Director will be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sarkar as an Independent Director.

Except Mr. Arindam Sarkar, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the special resolution set out in Item No. 3 of the Notice.

The Board recommends the special resolution set out at Item No. 3 of the Notice of Postal Ballot for approval by the shareholders of the Company.

By Order of the Board of Directors  
For **Albert David Ltd.**

Sd/-  
Indrajit Dhar  
Associate Vice President (Accounts & Taxation)  
-cum-Company Secretary  
ACS - 9054

Place : Kolkata

Date : 14th February, 2019

# ALBERT DAVID LIMITED

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

**The last Date for receipt of Postal Ballot is 27th March, 2019 - 5.00 P.M. (IST)**

## POSTAL BALLOT FORM

**Please read the instructions printed overleaf carefully before exercising your vote.**

Sl. No. :

1.	Name and Registered Address of the Sole / First named Member (in block letters)	
2.	Name(s) of the Joint Member(s), if any (in block letters)	
3.	Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to shareholders holding shares in dematerialised form)	
4.	Number of shares held	

02/19



I/ We hereby exercise my/ our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in Postal Ballot Notice dated 14th February, 2019 of the Company, by sending my/ our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Nature of Resolution	No. of Shares	(FOR)	(AGAINST)
				I/We assent to the Resolution	I/We dissent to the Resolution
1.	Re-appointment of Mr. Rajiv Singhi (DIN-00071285) as an Independent Director of the Company for a term of five years from 1st April, 2019 upto 31st March, 2024.	Special			
2.	Re-appointment of Mr. Hemal Kampani (DIN-00057715) as an Independent Director of the Company for a term of five years from 1st April, 2019 upto 31st March, 2024.	Special			
3.	Re-appointment of Mr. Arindam Sarkar (DIN-06938957) as an Independent Director of the Company for a period from 7th August, 2019 upto 31st March, 2024.	Special			

Place :

Date :

Signature of the Shareholder

## ELECTRONIC VOTING PARTICULARS

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

## Postal Ballot E-voting particulars

The e-voting facility is available at the link <https://www.evotingindia.com>.

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

### COMMENCEMENT OF E-VOTING

### END OF E-VOTING

26TH FEBRUARY, 2019 AT 10.00 AM

27TH MARCH, 2019 AT 5.00 PM

**Notes :** Please read the instructions printed below carefully before filling the Postal Ballot Form or e-voting. Please refer to the instructions for voting through electronic means provided in Note No. 16 of the Postal Ballot Notice.

### INSTRUCTIONS

1. Member desiring to exercise his/ her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address mentioned in the attached Self-addressed Reply Envelope. Envelopes containing Postal Ballots, if deposited in person or if sent by courier at the expense of the Member, shall also be accepted.
2. A Member has to convey his/ her assent or dissent in the postal ballot form only. Assent or dissent to the proposed resolution(s) may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the columns will render the Postal Ballot Form invalid.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form should be completed and signed by the Member as per the specimen signature(s) registered with the Company / furnished by the Depository Participants. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
5. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
6. The right of voting by Postal Ballot Form can not be exercised by a Proxy.
7. Unsigned, incomplete, improperly completed or incorrectly tick marked Postal Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced, mutilated, over-written or wrongly signed to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or if the signature cannot be verified.
8. Notwithstanding anything mentioned elsewhere under these instructions, a postal ballot form shall be considered invalid if:
  - (a) A Postal Ballot Form other than the one issued by the Company has been used;
  - (b) It has not been signed by or on behalf of the Member;
  - (c) Signature on the Postal Ballot Form doesn't match with the specimen signature with the Company / DP;
  - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
  - (e) Neither assent nor dissent is mentioned;
  - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - (g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
  - (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; or
  - (j) Member has made any amendments to the resolutions or imposed any condition while exercising his/ her vote.
9. Duly completed Postal Ballot forms should reach the Scrutinizer not later than 5:00 PM (IST) on Wednesday, 27th March, 2019. Postal Ballot Forms received after this date will be strictly treated as invalid.
10. Members can opt only one mode of voting i.e. either by postal ballot or through e-voting. In case you are opting for voting by postal ballot, then please do not cast vote by e-voting and vice-versa. In case a Member casts his vote both by postal ballot and e-voting, the vote cast through e-voting shall prevail and the vote cast through postal ballot shall be considered invalid.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Reply Envelopes and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. In the case of shares held by companies, financial institutions, trusts, societies etc., a certified true copy of the relevant board resolution/ authorization should accompany the duly completed Postal Ballot Form.
13. Members desirous of obtaining printed postal ballot form or a duplicate thereof may send e-mail to [id@adlindia.in](mailto:id@adlindia.in). The Company shall forward the same along with self-addressed Reply Envelope to the Member.
14. A Member neither needs to use all his/ her votes nor cast all his/ her votes in the same way.
15. A Postal Ballot Form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated, shall be considered valid.
16. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member as on the cut-off date, i.e. Friday, 15th February, 2019.
17. The Scrutinizer's decision on the validity of the postal ballot shall be final.



POSTAGE  
WILL BE  
PAID BY  
THE  
ADDRESSEE

**BUSINESS REPLY ENVELOPE**

**PERMIT NO. : CA-GPO/210/2018-2019  
GENERAL POST OFFICE  
KOLKATA - 700 001**

NO POSTAGE  
STAMP  
NECESSARY  
IF POSTED IN  
INDIA

To  
The Scrutinizer  
Mr. Ashok Kumar Daga (Practicing Company Secretary)  
C/O. Albert David Limited  
'D' Block, 3rd Floor, Gillander House,  
Netaji Subhas Road,  
Kolkata - 700 001.