



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

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**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]


To  
The Chairman,  
Albert David Limited  
'D' Block, 3rd Floor, Gillander House,  
Netaji Subhas Road  
Kolkata WB 700001

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 82<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders Of Albert David Limited held on Tuesday, 14th Day of September, 2021 at 11.00 a.m. through Video Conferencing / other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 17th June, 2021**

I, Ashok Kumar Daga, Practising Company Secretary having my office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting prior to AGM and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) passed at the 82<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Albert David Limited held on Tuesday, 14th Day of September, 2021 at 11.00 a.m. submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by Central Depository Services (India) Limited (CDSL).
2. The Shareholders holding shares as on the cut-off date i.e. 7<sup>th</sup> September 2021 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the Notice of 82<sup>nd</sup> Annual General Meeting of the Company.

  
ASHOK KUMAR DAGA  
Practising Company Secretary  
FCS-2699 & CP-2948

3. The remote e-voting period commenced on 11<sup>th</sup> September, 2021 from 9.00 AM and concluded on 13<sup>th</sup> September, 2021 at 5.00 PM.
4. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
5. The votes were unblocked at Kolkata on 14<sup>th</sup> September, 2021 at 12.30 p.m. in the presence of two witness Ms. Rittika Gupta and M/s Anupama Singh who are not in the employment of the Company.
6. Members have either voted electronically through remote e-voting or through VC/OAVM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 17<sup>th</sup> June, 2021 are as under :

**Item No.1:-**

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and the Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMO TE E- VOTING	E- VOTING AT AGM	TOTA L	REMOTE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	126	1	127	3562834	25	3562859	100	62.43
DISSENT	8	0	8	22	0	22	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	134	1	135	3562856	25	3562881	100	62.43

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & C 2948

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 17<sup>th</sup> June, 2021 has been passed with requisite majority.

**Item No.2**

To declare dividend.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMO TE E- VOTING	E- VOTING AT AGM	TOTA L	REMO TE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	127	1	128	3562836	25	3562861	100	62.43
DISSENT	7	0	7	20	0	20	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	134	1	135	3562856	25	3562881	100	62.43

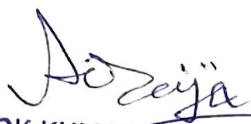
Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 17<sup>th</sup> June, 2021 has been passed with requisite majority.

**Item No.3**

To appoint a Director in place of Mrs. Prabhawati Devi Kothari (DI N: 00051860), who retires by rotation and being eligible, offers herself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMO TE E- VOTING	E- VOTIN G AT AGM	TOTAL	REMO TE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	116	1	117	37440	25	37465	59.15%	0.66
DISSENT	10	0	10	25875	0	25875	40.85%	0.45
INVALID	0	0	0	0	0	0	0	0
TOTAL	126	1	127	63315	25	63340	100	1.11

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 17<sup>th</sup> June, 2021 has been passed with requisite majority.

  
**ASHOK KUMAR DATTÀ**  
 Practicing Company Secretary  
 FCS-2697 A C.P 2948

#### Item No.4

#### Approval of Remuneration of the Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. S. Gupta & Co., Cost & Management Accountants, Kolkata (bearing Firm Registration No.000020), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2022, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this AGM.

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

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMO TE E- VOTING	E- VOTING AT AGM	TOTA L	REMO TE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	126	1	127	3562805	25	3562830	100	62.43
DISSENT	8	0	8	51	0	51	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	134	1	135	3562856	25	3562881	100	62.43

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 17<sup>th</sup> June, 2021 has been passed with requisite majority.

  
ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2948



**Item No.5**

**Reappointment of Mr. Arun Kumar Kothari (DIN: 00051900) as Wholetime Director designated as Executive Chairman of the Company**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, 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, and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations” or “Listing Regulations”), as amended from time to time, as per the Article of Association, and other applicable laws, regulations, guidelines, if any, and subject to any other approvals, if applicable, the consent of the Members of the Company be and are hereby accorded for the re-appointment of Mr. Arun Kumar Kothari (DI N: 00051900) as Wholetime Director designated as “Executive Chairman” of the Company for another term of 3 (three) years with effective from 1st April, 2021 to 31st March, 2024 on the terms and conditions including remuneration as mentioned in the agreement, material terms of which are as set out in the Explanatory Statement annexed to the Notice conveying this AGM;

**RESOLVED FURTHER THAT** Mr. Arun Kumar Kothari shall be subject to retirement by rotation during his tenure as the Wholetime Director 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 Wholetime Director;

**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits during his appointment, the Company will pay to Mr. Arun Kumar Kothari the remuneration as per the Explanatory Statement as minimum remuneration;

**RESOLVED FURTHER THAT** Mr. Arun Kumar Kothari, shall, notwithstanding his age exceeding 70 years during his tenure of appointment, shall continue to act as the Executive Chairman on the terms and conditions mentioned in the Explanatory Statement;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as it may in its 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 resolutions and to settle any question, difficulty or doubt that may arise in the said regard.”

  
**ASHOK KUMAR DAGA**  
Practicing Company Secretary  
FCS-2699 & CP-2948

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMO TE E- VOTING	E- VOTING AT AGM	TOTA L	REMOTE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	118	1	119	63264	25	63289	99.92%	1.11
DISSENT	8	0	8	51	0	51	0.08%	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	126	1	127	63315	25	63340	100	1.11

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 17<sup>th</sup> June, 2021 has been passed with requisite majority.


#### **Item No.6**

#### **Revision in remuneration payable to Managing Director & CEO of the Company**

**To consider and if thought fit, to pass with or without modification(s), the following resolutions as 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 (“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, and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations” or “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 Dr. Tarninder Singh Parmar (DI N: 05118311), Managing Director & CEO of the Company for the period from 1st April, 2021 to 31st March, 2022 in the manner and to the extent set out in the Explanatory Statement annexed to the Notice convening this AGM;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as it may in its 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.”

  
**ASHOK KUMAR DAGA**  
 Practicing Company Secretary  
 FCS-2699 & CP-3111



	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	126	1	127	3562755	25	3562780	100	62.43
DISSENT	8	0	8	101	0	101	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	134	1	135	3562856	25	3562881	100	62.43

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 17<sup>th</sup> June, 2021 has been passed with requisite majority.

The final report containing details of votes casted by the members of the company has downloaded from CDSL platform already been provided separately.

Thanking you,  
Yours faithfully,

PLACE- KOLKATA


DATE- 14.09.2021

UDIN: F002699C000944090



ASHOK KUMAR DAGA  
(PRACTISING COMPANY SECRETARY)  
MEMBERSHIP NO. 2699  
C.O.P NO. 2948

COUNTERSIGNED BY:

  
CHAIRMAN/COMPANY SECRETARY  
ALBERT DAVID LIMITED

PLACE- MUMBAI

DATE- 15.09.2021