



K. C. DHANUKA & CO.

COMPANY SECRETARIES

419, CENTRE POINT,
21 HEMANTA BASU SARANI,
KOLKATA - 700 001
& : 2248-5806, 3022-5806,
Mobile : 98300 53619,
E-mail : dhanuka419@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Albert David Limited
15, Chittaranjan Avenue,
Kolkata-700072

Dear Sir,

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Albert David Limited ("Company"), vide resolution dated May 30th, 2016, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 to conduct the E-voting process in respect of the below mentioned resolutions passed at the 77th Annual General Meeting ("AGM") of the Company, held on Wednesday, the 14th September, 2016 at 11.00 A.M. at "Science City", Mini Auditorium, J B S Haldane Avenue, Kolkata – 700046.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

The Company has engaged Central Depository Services Limited ("CDSL") as the authorized agency to provide secured system for remote e-voting process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 77th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through the electronic means as well as by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the Central Depository Services Limited (CDSL) and the report generated by use of ballot papers.





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Further to the above, I submit my report as under:-

- i) The e-voting period remained open from September 11, 2016 (10:00 am) to September 13, 2016 (5:00 pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting, i.e. September 7th, 2016) were entitled to vote on the resolutions (item no. 1 to 9 as set out in the Notice of 77th AGM of the Company).
- iii) After the close of period for remote e-voting and before the start of the annual general meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of CDSL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
- iv) At the 77th AGM, after declaration to cast the vote by ballot paper by the Chairman, ballot box kept for polling was locked in my presence.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company.
- vi) The ballot papers which were incomplete and/or wrongly filled and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
- vii) After counting the votes cast by members and shareholders present at the 77th AGM through ballot papers, the votes cast through remote e-voting were unblocked on September 14th, 2016 at 11:52 am in the presence of two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL.
- viii) Based on the reports generated from the CDSL e-voting website and the voting through ballot paper at the 77th AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, is as under:





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A. ORDINARY BUSINESS

1. Resolution 1

As an Ordinary Resolution

Adoption of Audited Financial Statements for the year ended March 31st, 2016 and the Report of Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

2. Resolution 2

As an Ordinary Resolution

Confirmation of payment of Interim dividend for the financial year 2015-2016.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	15	3374046	99.96%
Voting through Ballot Forms	55	1286	0.04%
Total	70	3375332	100%*





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ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	9	0.00%
Voting through Ballot Forms	NIL	NIL	0.00%
Total	2	9	0.00%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

3. Resolution 3

As an Ordinary Resolution

Re-appointment of Mrs. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation and being eligible, offer herself for re-appointment.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off





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4. Resolution 4

As an Ordinary Resolution

Ratification of appointment of M/s. G. Basu & Co. as Statutory Auditors of the company to hold office till the conclusion of AGM to be held in the year 2017 and fixing their remuneration.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*

ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

B. SPECIAL BUSINESS

5. Resolution 5

As a Special Resolution.

Re-appointment of Mr. Arun Kumar Kothari (DIN:00051900) as Chairman and Managing Director of the company, not liable to retire by rotation for a period of one year with effect from 1st April, 2016 to 31st March, 2017.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*





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ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

6. Resolution 6

As a Special Resolution.

Re-appointment of Mr. Kamal Prasad Mundhra (DIN:00649025) as Wholetime Director of the Company designated as Executive Director, not liable to retire by rotation for a period from 1st April, 2016 upto 30th June, 2016.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%





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iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

7. Resolution 7

As a Special Resolution.

Appointment of Mr. Hari Prasad Kabra (DIN: 00385240), as an Additional Director of the Company with effect from 1st July, 2016 and who holds office upto the date of this AGM and being eligible offers himself for appointment.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off





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8. Resolution 8

As a Special Resolution.

Appointment of Mr. Hari Prasad Kabra (DIN: 00385240) as Wholetime Director of the Company designated as Executive Director, for the period from 1st July, 2016 to 31st March, 2018.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	15	3374046	99.96%
Voting through Ballot Forms	54	1285	0.04%
Total	69	3375331	100%*

i. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	9	0.00%
Voting through Ballot Forms	1	1	0.00%
Total	3	10	0.00%

ii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

9. Resolution 9

As an Ordinary Resolution.

Appointment of M/s S. Gupta & Co. as Cost Auditor of the company for the financial year ending March 31st, 2017 at a remuneration of Rs. 40,000/- plus applicable taxes and out of pocket expenses.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	15	3374046	99.96%
Voting through Ballot Forms	53	585	0.02%
Total	68	3374631	99.98%





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ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	9	0.00%
Voting through Ballot Forms	2	701	0.02%
Total	4	710	0.02%

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	4	7
Total	4	7

*Rounded Off

The Registers, all other papers and relevant records relating to e-voting and ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Place: Kolkata

Dated: 15/09/2016

Yours faithfully,
K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka
K. C. DHANUKA 15/09/2016
Proprietor
FCS-2204, CP-1247