



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

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,
81st Annual General Meeting of the Equity Shareholders
Of Albert David Limited held on Friday, 25th Day of September, 2020 at 11.00 a.m.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 81st Annual General Meeting (AGM) of the Equity Shareholders Of Albert David Limited held on Friday, 25th Day of September, 2020 at 11.00 a.m. through Video Conferencing / other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 24th August, 2020

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 81st Annual General Meeting of the Equity Shareholders of Albert David Limited held on Friday, 25th Day of September, 2020 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. 18th September 2020 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the Notice of 81st Annual General Meeting of the Company).



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3. The remote e-voting period commenced on 22nd September, 2020 from 9.00 AM and concluded on 24th September, 2020 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 25th September, 2020 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 24th August, 2020 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, 2020 and the Reports of the Board of Directors and the Auditors thereon.



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	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	125	0	125	3724647	0	3724647	99.99	65.26
DISSENT	6	0	6	417	0	417	0.01	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	131	0	131	3725064	0	3725064	100	65.26

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 24th August, 2020 has been passed with requisite majority.

Item No.2

To appoint a Director in place of Mr. Arun Kumar Kothari (DIN: 00051900), who retires by rotation and being eligible, offers himself for re-appointment.

	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	117	0	117	233799	0	233799	99.69	4.09
DISSENT	7	0	7	725	0	725	0.31	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	124	0	124	234524	0	234524	100	4.09

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 24th August, 2020 has been passed with requisite majority.

Item No.3

Ratify the Remuneration of Cost Auditor

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



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“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 31st March, 2021, 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 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	
	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	0	126	3723430	0	3723430	99.96	65.24
DISSENT	6	0	6	1635	0	1635	0.04	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	132	0	132	3725065	0	3725065	100	65.24

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 24th August, 2020 has been passed with requisite majority.

Item No.4

Appointment of Independent Director of the Company

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and other applicable laws, regulations and guidelines, if any, Dr. Monjori Mitra (DIN :02761691),



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who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from 24th August, 2020, who holds office up to the date of this AGM, and has submitted a declaration confirming that she meets the criteria of independence as specified in the Act and Listing Regulations, and who is eligible for appointment, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 24th August, 2020 till 23rd August, 2025;

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

	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	0	126	3724341	0	3724341	99.98	65.26
DISSENT	6	0	6	724	0	724	0.02	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	132	0	132	3725065	0	3725065	100	65.26

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 24th August, 2020 has been passed with requisite majority.

Item No.5

Revision in Remuneration of Wholtime 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 of the Company, and in accordance with the provisions of section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, time being in force) read with Schedule V of the Act, relevant provisions of the Securities and Exchange Board of



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India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations, guidelines, if any, and subject to any other approvals, if applicable, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Arun Kumar Kothari (DIN: 00051900), Whole-time Director designated as Executive Chairman of the Company for the period from 1st April, 2020 to 31st March, 2021 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 severally authorised to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required in order to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in the said regard.”

	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	113	0	113	232705	0	232705	99.22	4.08
DISSENT	11	0	11	1819	0	1819	0.78	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	124	0	124	234524	0	234524	100	4.08

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 24th August, 2020 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 provision of section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, time being in force) read with Schedule V of the Act, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other



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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. Tarminder Singh Parmar (DIN: 05118311), Managing Director & CEO of the Company for the period from 1st April, 2020 to 31st March, 2021 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 approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required in order to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in the said regard.”

	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	121	0	121	3723246	0	3723246	99.95	65.24
DISSENT	11	0	11	1819	0	1819	0.05	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	132	0	132	3725065	0	3725065	100	65.24

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 24th August, 2020 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- 25.09.2020

UDIN: F002699B000775163

ASHOK
KUMAR DAGA

Digitally signed by
ASHOK KUMAR DAGA
Date: 2020.09.25
18:16:58 +05'30'

ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)
MEMBERSHIP NO. 2699
COP NO. 2948

Countersigned by

C. A. Vora
Company Secretary

Date: 26.09.2020

Place: Mumbai