

27th May, 2019

Ref.: ID/AS/Compliance

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,

Sub: Annual Secretarial Compliance Report

In terms of SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we enclose herewith Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by Mr. Raj Kumar Banthia, Partner, M/s. MKB & Associates, Practising Company Secretaries.

Please take the same on record.

Thanking you,

Yours faithfully,
For Albert David Ltd.



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

Encl.: As above



**SECRETARIAL COMPLIANCE REPORT OF ALBERT DAVID LIMITED FOR THE
YEAR ENDED 31ST MARCH, 2019**

I, Raj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by ALBERT DAVID LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:





- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
None			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<i>Sr. No.</i>	<i>Action Taken by</i>	<i>Details of violation</i>	<i>Details of action taken e.g., fines, warning letter, debarment, etc.</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
None				

- (d) This being the first reporting since the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 came into effect, the requirement of reporting on actions to comply with the observations made in previous reports is not applicable.

For MKB & Associates,
Practicing Company Secretaries


Raj Kumar Banthia
(Partner)

ACS No: 17190

C P No.: 18428

FRN: P2010WB042700

Date: 25.05.2019

Place: Kolkata