

A Unit of Kothari Group

Manufacturers of Allopathic & Herbal Formulations, I.V. infusions & Medical Disposables

September 16, 2021

Ref.: CV/BB/AGM VR2021

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

Scrip Code: 524075

Dear Sir/Madam.

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.

Symbol: ALBERTDAVD

# Sub: Voting Results of 82<sup>nd</sup> Annual General Meeting

We wish to inform you that the 82<sup>nd</sup> Annual General Meeting (AGM) was held on Tuesday, September 14, 2021 at 11:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company had appointed CS Ashok Kumar Daga, Practicing Company Secretary, Kolkata, as the Scrutinizer to scrutinize the entire e-voting process. As per the Scrutinizers' Report, all resolutions contained in the Notice of AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rules made thereunder, we enclose herewith the details of voting results as "Annexure A" along with the consolidated Scrutinizers' Report on remote e-voting and e-voting at AGM as "Annexure B".

copy of the same is also being placed on the website of the Company at www.albertdavidindia.com.

This is for your information and records.

Thanking you,

Yours faithfully, For Albert David Limited

Chirag A. Vora

Company Secretary & Compliance Officer

Place: Mumbai

Enclinated Regd. Office: Block -D, 3rd Floor, Gillander House, 8, Netaji Subhas Road, Kolkata - 700 001, India

Phone: +91-33-2230-2330, 2262-8436 / 8456 / 8492 Fax: +91-33-2262 8439

Email: adidavid@dataone.in, Website: www.albertdavidindia.com, CIN: L51109WB1938PLC009490 Factories: Kolkata, Ghaziabad • Sales Depot: Bhopal, Delhi, Kolkata, Lucknow, Mumbai, Patna

# Annexure A

ALBERT DAVID LIMITED
Registered Office: 'D' Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700001.

82nd AGM held on September 14, 2021 - Attendance and Voting Summary Format for Voting Result

Date of the AGM	14-Sep-21
Total Number of Shareholders on Record Date	12720
No. of Shareholders Present in the Meeting Either in	
Person or Through Proxy:	
Promoter & Promoter Group	N.A.
Public	N.A.
Total	N.A.
No. of Shareholders Attended the Meeting Through Video	
Conferencing:	
Promoter & Promoter Group	000
Public	75
Total	83



# ALBERT DAVID LIMITED

Registered Office: 'D' Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700001.

Agenda - wise disclosure (to be disclosed separately for agenda item)

2	0							
	Ordinary Business: To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March 2021 and the Bonnet of the Bonnet	er and adopt the Audited	d Financial Statement o	f the Company for the financia	Vear ended 31st N	larch 2021 and the	Bonorts of the Bonord of Discontinue	1
	thereon					ימוכוו, בסבד מוום נווכ	nepolits of tile board of Directo	ors and the Auditors
Whether Promoter /	Whether Promoter / Promoter Group Are Interested In The							
Agenda / Resolution	ن. ا					NO		
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=(1)/(1)**100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]
Promoter &	Remote Evoting	3490541	3400541	Doe Hellell Int			100	*100
Dromotor		1400045	343954I	100.00	3499541.00	0.00	100,00	00.0
riginoter	Evoting at AGM		0		00'0	0.00		
Group	Postal Ballot (if applicable)		N.A.		AN	A N	2	
	Total		3499541	100 001	3499541 00	000	A VI	4 2
Public-	Remote Evoting	207230	25014	0 7	ON THOUGH	0.00	100.00	00.00
Institutional	Function of ACAA	0007/07	5	12.46	72814.00	00.00	100.00	
halden and	Evening at Acivi		0	00:00	00'0	00.00	00.0	00.0
nolders	Postal Ballot (if applicable)		N.A.		AZ	N.A.	A Z	4 2
	otal		25814	12.46	25814.00	00.00	100 001	000
Public-Non	Remote Evoting	2000391	37501	1.87	37479.00	22.00	70 00	3300
Institution	Evoting at AGM		25	0.00	25.00	000	40.00	90.0
holders	Postal Ballot (if applicable)		A.N.		A N	8 2	0000	000
	Total		37526	1 88	37504 00	20000	A N	4
	Total	5707162	3562881	62.43	3562859.00	22.00	100 001	900
							70.004	00.0



# ALBERT DAVID LIMITED

Registered Office: 'D' Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700001.

No.of votes in votes in favour on votes in favour (4)         % of votes in favour on against on votes polled favour (5)         % of votes in favour on against on votes polled favour (7)=[(4)/(2)]*         % of votes on against on votes polled favour on votes polled (7)=[(4)/(2)]*           3499541.00         0.00         0.00         100.00         *100           N.A.         N.A.         100.00         100.00         *100           N.A.         N.A.         100.00         0.00         0.00           N.A.         N.A.         100.00         0.00           N.A.         N.A.         100.00         0.00           N.A.         100.00         0.00         0.00           37481.00         20.00         100.00         0.00           37481.00         20.00         100.00           37506.00         N.A.         100.00           37506.00         20.00         100.00           3552861.00         20.00         100.00	2	Ordinary Business: To declare dividend.	Q.							
Mode of Voting   Mode of Voting   Mode of Voting   Shares held   Share	Whether Promoter, Agenda / Resolution	/ Promoter Group Are Interested In The ۱۶۶					NO			
er Evoting at AGM         3499541         3499541         100.00         3499541.00         0.00	Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]	
Evoting at AGM         N.A.         0.00         0.00         100.00           Postal Ballot (if applicable)         N.A.         3499541         100.00         3499541.00         0.00 <t< td=""><td>Promoter &amp;</td><td>Remote Evoting</td><td>3499541</td><td>3499541</td><td>100 001</td><td>2499541 00</td><td></td><td>OOT</td><td></td><td></td></t<>	Promoter &	Remote Evoting	3499541	3499541	100 001	2499541 00		OOT		
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onal Evoting onal Evoting onal Evoting to Complement Evoting onal Evoting at AGM	L I	Company of the physical party		Z.A.	~	A.A.	N.A.	N.A.	AN	
Remote Evoting at AGM one of Evoting at AGM		lotal		3499541	100.00	3499541.00				000
conal         Evoting at AGM         Evoting at AGM         Co.00         Co.0	Public-	Remote Evoting	207230	25814	12.46	25814 00				00.00
Postal Ballot (if applicable)         N.A.	Institutional	Evoting at AGM		C	2000	00.0		)T		
Total         Total         N.A.         <	holders	Postal Bailot (if applicable)								0.00
Ion Evoting at AGM Evoting at AGM Total         2000391         37501         1.87         37481.00         0.00         99 95           Postal Ballot (if applicable)         Inv.A.         37526         0.00         25.00         0.00         100.00           Total         5707162         3562881         62.43         3562861.00         20.00         100.00		Total					Z	N.A.	$\rightarrow$	
Evoluting at AGM         Evoluting at AGM         25 mode         1.87 mode         37481.00 mode         20.00 mode         99 95 mode           Postal Ballot (if applicable)         N.A. mode         99.95 mode           Total         5707162         3562881         62.43 mode         20.00 mode         20.00 mode         100.00 mode         100.00 mode	Public-Non	Remote Evoting	1000000	41002	12,40	25814.00				0000
Postal Ballot (if applicable)   N.A.   Total   Total   S707162   S707162   S1082   S	Inctitution		7600007	3/501	1.87	37481.00			100	0.05
Postal Ballot (if applicable)   N.A.   Total   S707162   3562881   62.43   3562861.00   20.00   100.00	וווארונמנוסוו	EVULING AL AGIN		25	00.00	25.00				000
Total         5707162         3562881         62.43         355266.00         20.00         99.95	noiders	Postal Ballot (if applicable)		N.A.	2	I.A.		N.A		20
5707162 3562881 62.43 3562861.00 20.00 100.00		lotal		37526	1.88	37506.00				0.05
		Fotal	5707162	3562881	62.43	3562861.00	20.00			00.0



Whether Promoter	Whether Promoter / Promoter Group Are Interested In The							
Agenda / Resolution	2.1					YES		
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(1)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]
Promoter &	Remote Evoting	3499541	0		00.0	000		
Promoter	Evoting at AGM		0		00.0			
Group	Postal Ballot (if applicable)		N.A.		V IV	0 14		
	Total			100		Y. Y.	N.A.	N.A.
Public.	Section Control of the Control of th		5	0.00	0.00	00.00		
and the state of	veillote Evoting	70/230	25814	12.46	00.00	25814.00		100 00
nstitutional	Evoting at AGIM		0	0.00	00.0	0.00	00'0	
noiders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	Y.A.	A Z
	rotal		25814	12.46	00'0	25814.00	00.0	
Fublic-Non	Remote Evoting	2000391	37501	1.87	37440.00	61.00	0	
Institution	Evoting at AGM		25	0.00	25.00	0.00		
nolders	Postal Bailot (if applicable)		N.A.		N.A.	N.A.	N.A.	Z
	lotal		37526	1.88	37465.00	61.00	99.84	
	Total	5707162	63340	111	37465 00	31031		



	Resolutions:	uneration of the Cost A	uditors for the financia	Special Business: To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2022 and in this regard, to consider and, if though fit, to pass the following resolutions as Ordinary Resolutions:	322 and in this reg	ard, to consider a	nd, if though fit, to pass the follow	wing resolutions as Ordi	inary
Whether Promote	Whether Promoter / Promoter Group Are Interested In The								
Agenda / Resolution	5 uc					ON			
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]	
Promoter &	Remote Evoting	3/1995/11	3400541	000			100	*100	
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	TAOCH IS AL ACIV		0		00:00	00:0			
dnos	Postal Ballot (if applicable)		N.A.		AN	ΔN	< 2	4	
	Total		3400541				.A.	AZ	
Public-	Remote Evoting	CCCCCC	Theren	100.001	349954I.00	0.00	100.00		0.00
Institutional	Frontier of ACAA	70/730	75814	12.46	25814.00	00.00	100 00		
holdon	CANTILL AL ACIVI		0	0.00	00.0	0.00			000
S LONGELS	Postal Ballot (if applicable)		N.A.		N.A.	A.N	A.N.	N A	
11.00	lotai		25814	12.46	25814.00		00.001		
Public-Non	Remote Evoting	2000391	37501	1.87	37450.00				000
Institution	Evoting at AGM		25	00 0	25.00				0.14
holders	Postal Ballot (if applicable)		N.A.			V 14			0.00
	Total				Y N	N.A.	N.A.	AZ	
	Total		37526	1.88	37475.00	51.00	98 66		0.14
	Iotal	5/0/162	3562881	62.43	3562830.00	51.00			000



is.	Special Business: To approve the re-appointment of Mr., Arun Kumar Kothari fit, to pass the following resolutions as Special Resolutions	ppointment of Mr. Arur S Special Resolutions	n Kumar Kothari (DIN:0	10051900) as Wholetime Direct	or designated as Exe	ecutive Chairman	of the Company and in this re	(DIN:00051900) as Wholetime Director designated as Executive Chairman of the Company and in this regard, to consider and, if though
Whether Promoter / Agenda / Resolution	P C.					YES		
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled
O software	Company of the Compan			(3)=[(2)/(1)]*100			100	*100
riomoter &	Kemote Evoting	3499541	0		00'0	0.00		
Promoter	Evoting at AGM		0		000	000		
Group	Postal Ballot (if applicable)		AN		3	000		
	Total and a second				N.A.	N.A.	NA	N.A.
Dublic			0	00.0	0.00	00.0		
- 414.14.14.14.14.14.14.14.14.14.14.14.14.	Nemote Evoting	207230	25814	12.46	25814.00	0.00	100.00	
Insurational	Evoting at AGM		0	0.00	000	000		
holders	Postal Ballot (if applicable)		N.A.					
	Total	1	25814	07 67	00 4 5070	Y.A.	N.A.	NA
Public-Non	Remote Evoting	1000000	14000	12.40	72814.00	00.00	100 00	00.00
1 4 4 4		1660007	3/501	1.87	37450.00	51.00	98.66	0.14
Institution	Evoting at AGM		25	0.00	25.00	0.00	100 001	
noiders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	A.Z	O. O.
	lotal		37526	1.88	37475.00	51.00		
	Total	5707162	63340	1.11	63289.00	51.00		
							2010	00.0



9	Caroning During To constant the constant of th			(DIN) OF 440041 AND 110041					Ť
o	Special business, 10 approve the revision in remainer and 10 pt. Tarminger on following resolutions as Special Resolutions	on in remainer actors of tions	or, tarrimider omgn ra	ign rafillar (bin: bollosti), Mandging birettor and CEO of the company and in this regard to consider and if thought fit, to pass the	ing Director and CE	o oi the company	r and in this regard to consider	and if thought fit, to pass the	0.
Whether Promoter /	Whether Promoter / Promoter Group Are Interested In The								1
Agenda / Resolution ?	ذ.					0			
				% of votes			% of votes in	% of votes	
		No.of	No of soctor	polled on	No.of	Min Annual Control	favour on	against on	_
Category	Mode of Voting	shares held	polled (2)	outstanding	votes in	against (5)	votes polled	votes polled	-
		(1)		shares (3)=[(2)/(1)]*100	favour (4)	(1)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	
Promoter &	Remote Evoting	3499541	3499541	100.00	3499541.00	00.00	100.00	00.0	18
Promoter	Evoting at AGM		0		00.00	0.00			
Group	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	Г
	Total		3499541	100.00	3499541.00	00:00	100 00	00 0	18
Public-	Remote Evoting	207230	25814	12.46	25814.00	00.00	100 00		T
Institutional	Evoting at AGM		0	0.00	00.00	00.00	0 0 0	00.0	19
holders	Postal Ballot (if applicable)		N.A.		N.A.	Z.A.	A.A	N.A.	
	Total		25814	12.46	25814.00	00.0	100.00	000	10
Public-Non	Remote Evoting	2000391	37501	1.87	37400.00	101.00	99.73	77.0	112
Institution	Evoting at AGM		25	0.00	25.00	00.00	100.00	00 0	18
holders	Postal Baliot (if applicable)		N.A.		N.A.	N.A.	NA	N.A.	
	Total		37526	1.88	37425.00	101.00	99 73	0.27	27
	Total	5707162	3562881	62.43	3562780.00	101.00	100.00	0.00	00
									1





# 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 20of 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. 7th 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 Practicing 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:

<u>Item No.1:-</u>
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	ОГ МЕМВІ	ERS	NUMBER CONTAINE	OF ED IN	VOTES	%AGE	
	REMOT E 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 & CF 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.

		ОГ МЕМВЕ	CRS	NUMBER CONTAINE	OF ED IN	VOTES	%AGE	
	REMOT E 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	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  REMOT E E- VOTING	E- VOTIN G AT AGM	BERS TOTAL	NUMBER CONTAINE REMOTE E- VOTING	OF ED IN  E- VOTING AT AGM	VOTES	%AGE % OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE
ASSENT	116	1	117	37440	25	37465	59.15%	S 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.

Practicing Company Sec-esyy FCS-2697 & CIP 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 MEMBE	ERS	NUMBER CONTAINE	OF ED IN	VOTES	%AGE	
	REMOT E E- VOTING	E- VOTING AT AGM	TOTA L	REMOTE 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-294N

		ОГ МЕМВІ	ERS	NUMBER CONTAINI	OF ED IN	VOTES	%AGE	
	REMOT E 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 reenactment(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. Tarminder 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."

Practicing Company Secretics & CP-2009

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOT E 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	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