

Ref.: ID/AS/Reg.30

August 3, 2018

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,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Notice dated 29th May, 2018 convening the 79th Annual General Meeting of the Company to be held on 3rd September, 2018 at 10:30 a.m. at the Mini Auditorium Hall of the Science City, J. B. S. Haldane Avenue, Kolkata-700046 and Attendance Slip & Proxy form.

This is for your information and records.

Thanking you,  
Yours faithfully,  
For **Albert David Ltd.**



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

# ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490)

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

Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439

E.mail : adidavid@dataone.in, Website : www.albertdavidindia.com

## NOTICE

### TO THE MEMBERS

**NOTICE** is hereby given that the SEVENTY-NINETH Annual General Meeting of the Shareholders of the Company will be held at **Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata – 700046 on Monday, the 3rd September, 2018 at 10:30 a.m.** to transact the following business:

### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mrs. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation, and, being eligible, offers herself for re-appointment.

### AS SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to applicable clauses of the Articles of Association of the Company and other approvals, if any, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board, consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Arun Kumar Kothari (DIN:00051900) as Wholetime Director designated as Executive Chairman of the Company, for a period of three years from 1st April, 2018 to 31st March, 2021 on the terms and conditions and payment of remuneration, perquisites and benefits set out in the Explanatory Statement attached to this Notice and contained in the Agreement dated 13th April, 2018 entered into by and between the Company and Mr. Arun Kumar Kothari which agreement be and is also hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby empowered to alter and vary the terms and conditions of re-appointment including increasing the remuneration of Mr. Arun Kumar Kothari as set out in the Explanatory Statement during the tenure, i.e. from 1st April, 2018 to 31st March, 2021, within the limits prescribed under Section II of Part-II of Schedule-V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding the above, in the event of any loss or inadequacy of profit during his tenure, Mr. Arun Kumar Kothari, Executive Chairman, will be paid salary and perquisites not exceeding the limits prescribed in terms of Section-II of Part-II of Schedule-V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time, as minimum remuneration.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee, Mr. Tarminder Singh Parmar (DIN: 05118311), appointed by the Board as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company with effect from 1st April, 2018 and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule-V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other sanction and approvals as may be necessary and pursuant to recommendation of the Nomination and Remuneration Committee and the Board, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Tarminder Singh Parmar (DIN: 05118311) as Managing Director & CEO of the Company, for a period of five years from 1st April, 2018 to 31st March, 2023

not liable to retire by rotation on the terms and conditions and payment of remuneration, perquisites and benefits as set out in the Explanatory Statement attached to this Notice and contained in the Agreement dated 13th April, 2018 entered into by and between the Company and Mr. Tarminder Singh Parmar which agreement be and is also hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby empowered to alter and vary the terms and conditions of appointment including increasing the remuneration of Mr. Tarminder Singh Parmar as set out in the Explanatory Statement during the tenure, i.e. from 1st April, 2018 to 31st March, 2023 and his remuneration shall not be subject to the ceilings provided under Companies Act, 2013 since Mr. T. S. Parmar is a professional within the meaning of Para (B) of Section-II of Part II of Schedule-V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**7. 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 thereof, for the time being in force), M/s. S. Gupta & Co., Cost & Management Accountants, Kolkata (Firm Registration No. 000020), 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 March 31, 2019, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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

Registered Office:  
D-Block, 3rd Floor  
Gillander House  
Netaji Subhas Road  
Kolkata - 700 001  
CIN : L51109WB1938PLC009490  
Dated : 29th May, 2018

By Order of the Board  
For **ALBERT DAVID LIMITED**

**INDRAJIT DHAR**  
Associate Vice President (Accounts & Taxation)  
-Cum-Company Secretary  
(ACS - 9054)

**NOTES :**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS / PROXIES / AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.  
  
A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.  
  
A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Proxies shall be made available for inspection during twenty four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 28th August, 2018 to Monday, the 3rd September, 2018, both days inclusive, for the purpose of AGM and payment of Dividend.
5. Dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with depositories or in the Register of Members as on Monday, the 27th August, 2018.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Maheshwari Datamatics Pvt. Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank, IFSC Code and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.

6. Corporate members intending to send their authorised representatives to the Meeting are requested to send to the Company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in physical form are requested to notify immediately, changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, to Company's Registrar & Share Transfer Agent at the below-mentioned address quoting their Folio Numbers:-

M/s. Maheshwari Datamatics Pvt. Ltd.

23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Tel. : (033) 2248-2248, 2243-5029, Fax : (033) 2248-4787, E-Mail : mdpldc@yahoo.com

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

9. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends upto the year ended 31st March, 2010 to the account of Investor Education and Protection Fund established by the Central Government.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded the details of unpaid and unclaimed amounts as on 12th September, 2017 (date of last Annual General Meeting) on the website of the Company ([www.albertdavidindia.com](http://www.albertdavidindia.com)) as also on the Ministry of Corporate Affairs website.

Unclaimed dividend for the year ended 31st March, 2011 shall be transferred to the account of Central Government during the year. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2011, 31st March, 2012, 31st March 2013, 31st March, 2014, 31st March, 2015, 31st March, 2016 and 31st March, 2017 are requested to make their claims to the Company.

In terms of Section 124(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members' attention to the said Rules. The Company has also sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPF Account, pursuant to the said Rules to take immediate action.

10. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account details to the Company/RTA for registration of transmission/transposition, deletion of name etc.

12. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 79th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling papers shall also be made available at the venue of the 79th AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS-2699, CP No.-2948) as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to members for voting electronically are as under :-

- i) The voting period begins on Friday, the 31st August, 2018 at 10:00 am and ends on Sunday, the 2nd September, 2018 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Monday, 27th August, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 pm on Sunday, the 2nd September, 2018.
- ii) Members holding shares in physical or in demat form as on Monday, the 27th August, 2018, shall only be eligible for e-voting.
- iii) The shareholders should log on to the e-voting website, [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on "Shareholders" tab.
- v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/ Depository Participants are requested to use the first two letters of their names (in CAPITAL LETTERS) and the 8 digits of the sequence number, in the PAN field.</li> <li>● In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL LETTERS, e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001, in the PAN field.</li> </ul>
DOB	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or Folio No in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio No.

If both the details are not recorded with the depository or Company please enter the Member ID /Folio number in the Dividend Bank details field as mentioned above.

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN relevant for Albert David Limited.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
- xx) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, the 27th August, 2018. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cutoff date may obtain the Login ID and Password by sending a request to the RTA at mdpldc@yahoo.com.

- xxi) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, the 27th August, 2018 only, shall be entitled to avail the facility of remote e-voting/voting by ballot paper.
- xxii) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section or contact Mr. Arghya Majumdar, Assistant Manager, CDSL, Tel. : (033) 2282-1361, 1800-200-5533, E.mail: [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com)/ [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Members may also write to the Company Secretary at the email id: [id@adlindia.in](mailto:id@adlindia.in).
13. The Notice of the 79th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
14. Members may also note that the Notice of the 79th AGM and the Annual Report 2017-2018 will be available on the Company’s website [www.albertdavidindia.com](http://www.albertdavidindia.com). The physical copies of the documents will also be available at the Company’s registered office for inspection on all working days except Saturdays between 10.00 am to 1.00 pm upto 31st August, 2018. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [id@adlindia.in](mailto:id@adlindia.in).
15. Disclosure pursuant to Section 196(4) of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and Secretarial Standards-2, with respect to Directors seeking re- appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
16. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Company/RTA or from website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in)
17. The Ministry of Corporate Affairs, Government of India has introduced a ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
- In view of the above, the Company has communicated through its Annual Report and also through separate letters requesting Members to register their email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
18. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
19. The shares of the Company are under compulsory demat list of the SEBI w.e.f. 1st October, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.

**Members holding their shares in physical form are requested to convert their holding to Dematerialised form through Depository Participants.**

20. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 10.00 am to 1.00 pm up to 31st August, 2018 and will also be available for inspection at the Meeting.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Mr. Arun Kumar Kothari (DIN: 00051900) was re-appointed as Chairman & Managing Director of the Company for a period from 1st April, 2017 to 31st March, 2018 which was approved by the Shareholders in the seventy eighth annual general meeting held on 12th September, 2017.

In view of the valuable contribution made by Mr. Kothari towards the growth of the Company, the Board of Directors at its meeting held on 28th March, 2018 have, on the recommendation made by the Nomination and Remuneration Committee, re-appointed him as Wholetime Director and designated him as the Executive Chairman of the Company for a period of three years with effect from 1st April, 2018 to 31st March, 2021, subject to the approval of the Shareholders of the Company, on the remuneration recommended by the Nomination and Remuneration Committee and approved by Audit Committee and on terms and conditions as per Agreement dated 13th April, 2018 executed between the Company and Mr. A. K. Kothari. Mr. A. K. Kothari shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as Wholetime Director. The terms of remuneration of Mr. A. K. Kothari are in accordance with Schedule V of the Companies Act, 2013.

An abstract of the remuneration payable to Mr. Kothari as Executive Chairman is given below:-

#### REMUNERATION :

- i) **Salary** : Rs.7,30,000/- (Rupees Seven Lakhs Thirty Thousand only) per month for the period from 1st April, 2018 to 31st March, 2019 and thereafter such remuneration as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors/Members of the Company.
- ii) **Perquisites** : Apart from salary Mr. A. K. Kothari will also be entitled to the perquisites classified into the following three parts viz. Part A, B and C.

#### PART-A

- i) **Housing** - The company shall provide rent-free furnished accommodation. In case no accommodation is provided by the company, the Executive Chairman shall be entitled to House Rent Allowance limited to 8% of his salary.
- ii) **Medical Reimbursement and Leave Travel Concession** : The Executive Chairman shall be reimbursed to the extent of 10% of the salary towards expenses incurred for self and family for Medical Expenses and Leave Travel Assistance anywhere in India as per Rules of the Company.
- iii) **Fee of Clubs** : Upto a maximum of two clubs. This will not include any admission or life membership fees.
- iv) **Personal Accident Insurance/Life Insurance/Mediclaim Insurance** : As per Rules of the Company.
- v) **Ex-Gratia/Bonus** : In accordance with the Rules of the Company.

#### PART-B

- i) Company's contribution to Provident Fund as per Rules of the Company.
- ii) Gratuity on retirement at the rate of half month's salary for each completed year of service subject to the ceiling as provided in law.
- iii) Leave with full pay : Encashment of leave will be permitted as per Rules of the Company.

#### PART-C

- i) Use of Car for Company's business: Any use of car for private purpose will be valued as per Income Tax Rules, 1962.
- ii) Free telephone facility at residence.

In case of no profits or inadequate profits in the financial year, remuneration and perquisites payable to Mr. A. K. Kothari shall be subject to the limits as prescribed under Section-II of Part-II of Schedule V of the Companies Act, 2013 or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration.

The Executive Chairman, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

The Agreement dated 13th April, 2018 sets out the mutual rights and obligations of the Company and the Executive Chairman and details of powers and duties of the latter and can be terminated by either party by giving three months notice in writing. A copy of the agreement will be available for inspection by the Members at the registered office of the Company on all working days except Saturdays between 10.00 a.m. and 1.00 p.m. upto 31st August, 2018 and will also be available for inspection at the meeting.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as an annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. A. K. Kothari and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Mr. Arun Kumar Kothari	102,000 (1.79%)
Mrs. Prabhawati Devi Kothari	12,500 (0.22%)
Mr. Anand Vardhan Kothari	553500 (9.70%)

Apart from Mr. A. K. Kothari, Smt. Prabhawati Devi Kothari and Mr. Anand Vardhan Kothari, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid re-appointment and remuneration except to the extent of their shareholding.

Considering the valuable contribution of Mr. A. K. Kothari in the growth of the Company, the Board recommends passing of the resolutions as special resolution as set out in Item No. 4 of the Notice.

The above may be regarded as an abstract of the contract containing terms of re-appointment of the Executive Chairman under section 190 of the Companies Act, 2013.

#### ITEM NO. 5 & 6

The Board of Directors in their meeting held on 28th March, 2018, on recommendation of Nomination and Remuneration Committee of the Company, had appointed Mr. Tarminder Singh Parmar (DIN: 05118311) as an Additional Director who will hold office till the date of this Annual General Meeting. The Board had also appointed Mr. Parmar as Managing Director & CEO of the Company for a period of five years from 1st April, 2018 to 31st March, 2023, subject to approval by the members in the ensuing Annual General Meeting of the Company, on the terms and conditions as per Agreement dated 13th April, 2018 entered into by and between the Company and Mr. Tarminder Singh Parmar.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Tarminder Singh Parmar holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, subject to the approval of the shareholders. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed.

A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member, signifying his intention to propose the appointment of Mr. Tarminder Singh Parmar as a Director of the Company, which is available for inspection by the members at the Registered Office of the Company on any working day except Saturdays from 10.00 a.m. to 1.00 p.m. up to 31st August, 2018 and will also be available for inspection at the Meeting.

Pursuant to notification by Ministry of Corporate Affairs regarding amendments in Schedule-V to the Companies Act, 2013, w.e.f. September 12, 2016 in case of a managerial person who is functioning in a professional capacity, no approval of Central Government is required for payment of remuneration exceeding the limits fixed under Schedule-V of the Companies Act, 2013 if such managerial person is not having any interest in the capital of the Company or its holding Company any direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possess graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

Since Mr. Tarminder Singh Parmar satisfies the above criteria, his appointment and remuneration is governed under Para-B of Section-II of Part II of Schedule-V of the Companies Act, 2013. Further, proviso to Schedule-V states that a special resolution is required to be passed under Para-B of Section-II of Part II of Schedule-V of the Companies Act, 2013.

An abstract of the remuneration & perquisites payable to Mr. Tarminder Singh Parmar as Managing Director & CEO of the Company is given below :-

#### **REMUNERATION :**

- i) **Salary** : Rs.6,87,500/- (Rupees Six Lakhs Eighty Seven Thousand Five Hundred only) per month for the period from 1st April, 2018 to 31st March, 2019 and thereafter such remuneration as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors/Members of the Company.
- ii) **Allowances/ Benefits** :
  - a. Special Allowance : Rs.2,27,000/- per month.
  - b. Variable Incentives : Rs.33,00,000/- per annum.
  - c. Retention Payout : Rs.25,00,000/- per annum.
- iii) **Perquisites** : Apart from the above salary/ allowance & benefits, Mr. T. S. Parmar will also be entitled to the perquisites classified into the following three parts viz. Part A, B and C.

#### **Part A**

- i) **Housing** : The Company shall provide rent-free furnished accommodation. In case no accommodation is provided by the company, the Managing Director & CEO shall be entitled to House Rent Allowance limited to 8% of his salary.
- ii) **Medical Reimbursement and Leave Travel Concession** : The Managing Director & CEO shall be reimbursed to the extent of 10% of his salary towards expenses incurred for Self and Family for Medical Expenses and Leave Travel Assistance anywhere in India.
- iii) **Fee of Clubs** : Upto a maximum of two clubs. This will not include any admission or life membership fees.
- iv) **Personal Accident Insurance/Life Insurance/Mediclaim Insurance** : As per Rules of the Company.
- v) **Ex-Gratia/Bonus** : In accordance with the Rules of the Company.

#### **Part B**

- i) Company's contribution to Provident Fund as per Rules of the Company.
- ii) Gratuity on retirement at the rate of half month's salary for each completed year of service.
- iii) Leave with full pay : Encashment of leave will be permitted as per Rules of the Company.

#### **Part C**

- i) Use of Car for Company's business : Any use of car for private purpose will be valued as per Income Tax Rules, 1962.
- ii) Free telephone facility at residence.

In case of no profit or inadequate profit in the financial year, Mr. Tarminder Singh Parmar shall be entitled to the remuneration/benefits and perquisites/allowances as above.

The Managing Director & CEO, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

The Agreement dated 13th April, 2018 sets out the mutual rights and obligations of the Company and the Managing Director & CEO and details of powers and duties of the latter and can be terminated by either party by giving three months notice in writing. A copy of the agreement will be available for inspection by the Members at the registered office of the Company on all working days except Saturdays between 10.00 a.m. to 1.00 p.m. up to 31st August, 2018 and will also be available for inspection at the Meeting.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as an annexure to this Notice.



Pursuant to provisions of Section 102(1) of the Companies Act, 2013, the extent of shareholding of Mr. Tarminder Singh Parmar and his relatives is provided below:

**Name of Director/KMP/Relatives      Extent of shareholding in the Company (%)**

Mr. Tarminder Singh Parmar	Nil
Relatives	Nil

Mr. Tarminder Singh Parmar joined the Company as CEO effective 24th January, 2017. Mr. Parmar is a dynamic pharma professional having over 30 years of experience with leading Indian and MNC companies. Mr. Parmar has a rare mix of exposure across the width of multiple corporate functions. Mr. Parmar is B.Sc., MBA, and is fully conversant with the affairs of the Company. His qualification and experience qualifies him for the appointment as a Managing Director & CEO.

The Board of Directors is of the opinion that Mr. T. S. Parmar, proposed to be appointed, possesses appropriate skills, experience and knowledge required for discharge of his duties as a Managing Director & CEO. His knowledge and experience will be of great value to the Company and hence recommends the Resolutions at Item Nos. 5 and 6 of this Notice for your approval.

Apart from Mr. T. S. Parmar, none of the Directors / Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions.

**ITEM NO. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors M/s. S. Gupta & Co. [Firm Registration No. 000020] to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs. 40,000/- plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**GENERAL INFORMATION:**

- Nature of Industry : Pharmaceutical
- Date of Commencement of commercial operation : 16-11-1938
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : N.A.

4. Financial Performance : (Rs. in Lacs)

<b>Financial Parameters</b>	<b>2013-2014</b>	<b>2014-2015</b>	<b>2015-2016</b>	<b>2016-2017*</b>	<b>2017-2018*</b>
Turnover	28895.42	31968.20	32046.40	30479.75	28710.87
Net Profit as per Profit & Loss Account (after extra-ordinary items)	1257.32	1370.03	4799.59	1595.51	984.08
Amount of Dividend paid (including Corporate Dividend Tax)	333.86	377.79	377.81	377.81	-
Rate of Dividend declared	50%	55%	55%	55%	-

\* Figures for 2017-18 and 2016-17 are regrouped as per revised Schedule III under Indian Accounting Standards (IND - AS) of the Companies Act, 2013.

- Export performance and foreign exchange earned: F.O.B. value of Export excluding Freight & Insurance during the year 2017-2018 is Rs.2573.51 Lacs. There were no foreign exchange collaborations during the year under review.
- Foreign investments or collaborations, if any : None

**INFORMATION ABOUT THE APPOINTEE :**

- Background details : Mr. Arun Kumar Kothari is associated with the Company since 1988 and possesses vast experience in managing the business of the Company. Mr. Tarminder Singh Parmar has joined the Company as CEO effective 24th January, 2017 and possesses experience of over 30 years in Pharma business.
- Past remuneration : Mr. A K Kothari - Rs.92,13,046/- for the year 2017-2018  
Rs.85,60,200/- for the year 2016-2017  
Rs.84,54,200/- for the year 2015-2016  
  
Mr. T. S. Parmar - Rs.1,50,78,500/- for the year 2017-2018  
Rs.25,41,622/- for the year 2016-2017  
Rs. NIL (N.A.) for the year 2015-2016

3. Recognition or awards : None
4. Job Profile and his suitability : Mr. A. K. Kothari heads Kothari Group of Companies which includes Albert David Ltd., a trusted and flagship pharmaceutical Company. Mr. A. K. Kothari, son of Late G. D. Kothari, aged about 65 years has been involved in the business for three decades. He is a well known industrialist having considerable experience in businesses of Tea, Pharmaceuticals, Chemicals, Engineering & Textile industry. Mr. Kothari looks after the overall management of the Company.
- Mr. T. S. Parmar aged about 53 years has joined the organization in January, 2017. He is a pharma professional having over 30 years of experience with leading Indian and MNC Pharmaceutical companies. Prior to his appointment as Managing Director & CEO, Mr. Parmar was functioning as CEO of the Company.
5. Remuneration proposed : As set out in the Explanatory Statement. The remuneration has the approval of the Nomination and Remuneration Committee and Audit Committee.
6. Comparative remuneration profile with respect to industry size of the Company, profile of the position & person : Taking into consideration the size of the Company and the responsibilities shouldered by Mr. A. K. Kothari and Mr. T. S. Parmar, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.
7. Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel, if any : Besides the remuneration, Mr. A. K. Kothari and Mr. T. S. Parmar do not have any pecuniary relationship with the Company.

**OTHER INFORMATION :**

- Reason of loss or inadequate profit : The Company is passing Special Resolution pursuant to the proviso to Sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution, as the profitability of the Company may be impacted in future due to business environment during the period for which remuneration is payable.
- Steps taken or proposed to be taken for improvement : The Company has embarked on a series of strategic and operational measures that is expected to result in improvement in the performance of the Company.
- Expected increase in productivity and Profits in measurable terms : The Company has taken various initiatives to maintain and improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Registered Office:  
D-Block, 3rd Floor  
Gillander House  
Netaji Subhas Road  
Kolkata - 700 001  
CIN : L51109WB1938PLC009490  
Dated : 29th May, 2018

By Order of the Board  
For **ALBERT DAVID LIMITED**

**INDRAJIT DHAR**  
Associate Vice President (Accounts & Taxation)  
-Cum-Company Secretary  
(ACS - 9054)

**Disclosure required under Section 196 (4) of the Companies Act, 2013,  
Regulation 36(3) of Listing Regulations and Secretarial Standard-2**

<b>Name of Director and DIN</b>	Mr. A. K. Kothari (DIN-00051900)	Mrs. Prabhawati Devi Kothari (DIN- 00051860)	Mr. T. S. Parmar (DIN- 05118311)
<b>Date of Birth &amp; Age</b>	10-07-1953 (Age – 65 years)	10-09-1957 (Age – 60 years)	12-05-1965 (Age-53 years)
<b>Date of Appointment</b>	20-06-1988	31-03-2014	24-01-2017
<b>Expertise in specific Functional areas</b>	Rich experience in the field of pharmaceuticals, chemicals, tea, textiles, machine tools etc.	Conversant with accounts, finance and administrative matters	Vast experience in the field of Pharmaceuticals.
<b>Qualification</b>	B. Com.	B.Com.	B.Sc., MBA
<b>Meetings of the Board attended during the year</b>	8	8	#
<b>Terms and Conditions of Appointment / Re-appointment</b>	Re-appointment as Executive Chairman of the Company for the period from 1st April, 2018 to 31st March, 2021 as per terms detailed in the Explanatory Statement	Re-appointment on retirement by rotation.	Appointment as Managing Director & CEO of the Company for the period from 1st April, 2018 to 31st March, 2023 as per terms detailed in the Explanatory Statement.
<b>Details of remuneration sought to be paid</b>	Salary of Rs.7,30,000/- per month plus Perquisites as per Explanatory Statement.	Only sitting fees for attending Board and Committee Meetings	Salary of Rs.6,87,500/- per month plus Allowances/ Benefits/ Perquisites as per Explanatory Statement.
<b>Last drawn remuneration</b>	Salary of Rs.6,30,000/- per month plus Perquisites as detailed in previous AGM's Explanatory Statement	Rs.1,40,000/- sitting fees for attending Board and Committee Meetings	Salary of Rs.6,00,000/- per month plus Allowances/ Benefits/ Perquisites.
<b>List of other Companies in which Directorships held as on 31st March 2018*</b>	Gillanders Arbuthnot & Co. Ltd. Bharat Fritz Werner Ltd. Arvind Engineering Works Ltd. Pilani Investment & Industries Corporation Ltd.	Gillanders Arbuthnot & Co. Ltd. Bharat Fritz Werner Ltd.	None
<b>Chairman / Member of the Committee of the Board of other Companies on which he/she is a Director as on 31st March 2018</b>	Gillanders Arbuthnot & Co. Ltd. (Member-Audit Committee, Stakeholders Relationship Committee)  Pilani Investment and Industries Corp. Ltd. (Member – Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee)	Gillanders Arbuthnot & Co. Ltd. (Member-Stakeholders Relationship Committee, Nomination & Remuneration Committee)	None
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mr. A. K. Kothari is husband of Mrs. Prabhawati Devi Kothari, Director	Mrs. Prabhawati Devi Kothari is wife of Mr. A. K. Kothari, Executive Chairman	None

Notes :

1. Mr. A. K. Kothari is holding 1,02,000 equity shares and Mrs. Prabhawati Devi Kothari is holding 12,500 equity shares of the Company. Mr. T. S. Parmar does not hold any shares of the Company.

\* Excluding Private Limited Companies and Companies registered under Section 8 of the Companies Act, 2013.

# Mr. T. S. Parmar has been appointed as Managing Director & CEO with effect from 1st April, 2018.

Registered Office:  
D-Block, 3rd Floor  
Gillander House  
Netaji Subhas Road  
Kolkata - 700 001  
CIN : L51109WB1938PLC009490  
Dated : 29th May, 2018

By Order of the Board  
For **ALBERT DAVID LIMITED**

**INDRAJIT DHAR**  
Associate Vice President (Accounts & Taxation)  
-Cum-Company Secretary  
(ACS - 9054)

**Route Map of the Venue of the 79th Annual General Meeting  
Mini Auditorium Hall, Science City  
J. B. S. Haldane Avenue, Kolkata – 700 046**





**ALBERT DAVID LIMITED**

(CIN : L51109WB1938PLC009490), Regd .Office : D-Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001

Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439, Email : adidavid@dataone.in, Website : www.albertdavidindia.com

**ATTENDANCE SLIP****79th ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the 79th Annual General Meeting of the Company at Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata - 700 046 on Monday, the 3rd September, 2018 at 10.30 a.m.

Member's Folio/DP ID-Client ID No.      Member's/Proxy's name in Block Letters      Member's/Proxy's Signature

**NOTE :** Please sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.

**E-VOTING PARTICULARS****ALBERT DAVID LIMITED**

(CIN : L51109WB1938PLC009490)

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

Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439

Email : adidavid@dataone.in, Website : www.albertdavidindia.com

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PAN / SEQUENCE NUMBER (as per point no.(vi) of e-voting procedure of Instructions)

Note : Please read the Instructions for e-voting overleaf.

**ALBERT DAVID LIMITED**(CIN : L51109WB1938PLC009490), Regd .Office : D-Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001  
Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439, Email : adidavid@dataone.in, Website : www.albertdavidindia.com**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We being the Member(s) / holder(s) of \_\_\_\_\_ shares of the above named company hereby appoint :

- 1) Name \_\_\_\_\_ E.mail ID \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him ;
- 2) Name \_\_\_\_\_ E.mail ID \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him ;
- 3) Name \_\_\_\_\_ E.mail ID \_\_\_\_\_  
Address \_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 79th Annual General Meeting of the company to be held on Monday, the 3rd September, 2018 at 10.30 a.m. at Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata - 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below :-

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Ordinary resolution for adoption of Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2.	Ordinary resolution for declaration of dividend for the financial year ended 31st March, 2018.		
3.	Ordinary resolution for re-appointment of Mrs. Prabhawati Devi Kothari (DIN: 00051860) who retires by rotation and being eligible, offers herself for reappointment.		
<b>Special Business</b>			
4.	Special resolution for re-appointment of Mr. A. K. Kothari (DIN: 00051900) as Wholetime Director designated as Executive Chairman of the Company for the period from 1st April, 2018 to 31st March, 2021.		
5.	Ordinary resolution for appointment of Mr. T. S. Parmar (DIN: 05118311) as a Director of the Company, who was appointed as Additional Director of the Company and holds office upto the date of the AGM.		
6.	Special resolution for appointment of Mr. T. S. Parmar (DIN: 05118311) as Managing Director & CEO of the Company for the period from 1st April, 2018 to 31st March, 2023.		
7.	Ordinary resolution for fixing remuneration of Cost Auditors for the financial year ending 31st March, 2019.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

Signature of the shareholder \_\_\_\_\_

**Notes :**

- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 79th AGM.
- \*It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in the above box before submission.

Affix  
Revenue  
Stamp

07/18



# ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490), Regd .Office : D - Block, 3rd Floor, Gillander House, Netaji Subhas Road, Kolkata - 700 001  
Tel. : (033) 2230-2330, 2262-8436 / 8456 / 8492, Fax : (033) 2262-8439, Email : adidavid@dataone.in, Website : www.albertdavidindia.com

Dear Member,

**Sub : Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Albert David Limited ("ADL" or "the Company") is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 79th Annual General Meeting scheduled to be held on Monday, 3rd September, 2018 at 10.30 a.m. at Science City, Mini Auditorium, J B S Haldane Avenue, Kolkata – 700046.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 31st August, 2018

End of e-voting : Up to 5.00 p.m. on 2nd September, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

**The cut-off-date (i.e. the record date) for the purpose of e-voting is Monday, 27th August, 2018.**

Please read the instructions given hereunder before exercising the vote. This communication forms an integral part of the Notice dated 29th May, 2018 for the 79th Annual General Meeting scheduled to be held on 3rd September, 2018. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.albertdavidindia.com.

Yours faithfully,

For Albert David Limited

Indrajit Dhar

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

Place : Kolkata

Date : 29th May, 2018

**The instructions for members for voting electronically are as under:-**

- (i) The shareholder should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name (in CAPITAL LETTERS) and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or Folio No. in dd/mm/yyyy format OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio No.

If both the details are not recorded with the depository or Company, please enter the member ID/Folio No. in the Dividend Bank details field as mentioned above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for Albert David Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) **Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.**
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non-Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

(xviii) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Monday, the 27th August, 2018. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date may obtain the login ID and password by sending a request to the Company's RTA at mdpldc@yahoo.com.**

(xix) **A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Monday, the 27th August, 2018 only, shall be entitled to avail the facility of remote e-voting/ballot paper.**

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or contact Mr. Arghya Majumdar, Assistant Manager – CDSL, Tel: (033) 2282-1361, 18002005533, Email ID: arghyam@cdslindia.com/ helpdesk.evoting@cdslindia.com. Members may also write to the Company Secretary at id@adlindia.in.

**GENERAL INSTRUCTIONS :**

- I. The Board of Directors have appointed **Mr. Ashok Kumar Daga, Practicing Company Secretary (FCS-2699/CP-2948), as the Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
- II. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- III. The Results on the resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- IV. The Results declared along with the Scrutiniser's Report will be available on the website of the Company www.albertdavidindia.com and Central Depository Services (India) Ltd. forthwith of declaration of the result of voting and shall be communicated to BSE Ltd./ National Stock Exchange of India Ltd.