



Ashok Kumar Daga

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

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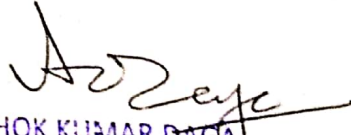
SCRUTINIZER'S REPORT

To,
The Chairman,
Albert David Ltd
D' Block, 3rd Floor,
Gillander House,
Netaji Subhas Road
Kolkata WB 700001

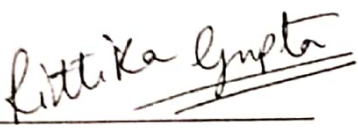
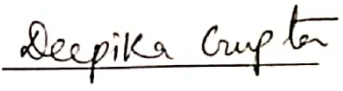
Sub: Passing of Resolutions through Postal Ballot (including E-Voting)

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **14th February, 2019** has appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of CDSL for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms.
2. Based on the dispatch proof being provided to me duly stamped by the postal department, the Ballots were sent to all members on **21st February, 2019** under Registered Post, and subsequently on the completion of the formalities of the Postal Ballot process, I hereby submit my report as under:
 - 2.1 The Company has completed on **21st February, 2019** the dispatch of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on **15th February, 2019**.
 - 2.2 The Postal Ballot Voting (including e-voting) commenced from **26th February, 2019 (10:00 A.M.)** and ended on **27th March, 2019 (5:00 P.M.)**.
 - 2.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.


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- 24 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
- 25 The details of e-voting facility provided by CDSL scrutinized by me for verification of votes cast in favour and against the resolution.
- 26 The Ballot Boxes were opened on 27th March, 2019 after 5:00 P.M. in the presence of two witnesses, who are not in the employment of the Company and whose signature is attested below:

 Witness no. 1	 Witness no. 2
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- 27 I unblocked the e-voting results on the CDSL E- voting platform before Ms Rittika Gupta and Ms Deepika Gupta. Also after the closure of working hours i.e., 5:00 P.M. on 27th March, 2019 being the last day of receiving Postal Ballot Form.
- 28 On scrutiny, I report that out of 9400 shareholders, 15 shareholders have exercised their vote through e-voting and 28 shareholders have exercised their votes through Postal Ballot Forms. A summary of the result is given below:


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RESOLUTION NO. 1:

Reappointment of Mr. Rajiv Singhi (DIN: 00071285) as an Independent Director of the Company for a term of five years from 1st April , 2019 upto 31st March , 2024.

RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, 2 for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable laws, regulations and guidelines, if any, Mr. Rajiv Singhi (DIN-00071285), Independent Director of the Company, who holds office of Independent Director upto 31st March, 2019 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, including any amendments thereof, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 to 31st March, 2024.

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

VOTES CAST IN FAVOUR OF THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	14	672	0.01%	98.53%
Physical Postal Ballot Form	26	3477783	60.94%	100%
Total Voting	40	3478455	60.95%	

VOTES CAST AGAINST THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	1	10	0	0
Physical Postal Ballot Form	2	2	0	0
Total Voting	3	12	0	0



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INVALID VOTES:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	Nil
Physical Postal Ballot Form	NIL	NIL	NIL	Nil
Total Voting	NIL	NIL	NIL	Nil

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 14th February, 2019 has been approved and passed by the requisite majority.

RESOLUTION NO. 2:

Reappointment of Mr. Hemal Kampani (DIN: 00057715) as an Independent Director of the Company for a term of five years from 1st April , 2019 upto 31st March , 2024.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable laws, regulations, and guidelines, if any, Mr. Hemal Kampani (DIN-00057715), Independent Director of the Company, who holds office of Independent Director upto 31st March, 2019 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations including any amendments thereof and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 to 31st March, 2024.

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


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VOTES CAST IN FAVOUR OF THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	15	682	0.01%	100%
Physical Postal Ballot Form	25	3477778	60.94%	100%
Total Voting	40	3478460	60.95%	

VOTES CAST AGAINST THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	0	0	0	0
Physical Postal Ballot Form	3	7	0	0
Total Voting	3	7	0	0

INVALID VOTES:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	Nil
Physical Postal Ballot Form	NIL	NIL	NIL	Nil
Total Voting	NIL	NIL	NIL	Nil

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated 14th February, 2019 has been approved and passed by the requisite majority.


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RESOLUTION NO. 3:

Reappointment of Mr. Arindam Sarkar (DIN: 06938957) as an Independent Director of the Company for a period from 7th August , 2019 upto 31st March , 2024.

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other applicable laws, regulations and guidelines, if any, Mr. Arindam Sarkar (DIN-06938957), Independent Director of the Company, who holds office of Independent Director upto 6th August, 2019 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, including any amendments thereof, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term with effect from 7th August, 2019 to 31st March, 2024.

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

VOTES CAST IN FAVOUR OF THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	14	672	0.01%	98.53%
Physical Postal Ballot Form	26	3477783	60.94%	100%
Total Voting	40	3478455	60.95%	

VOTES CAST AGAINST THE RESOLUTION:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	1	10	0	0
Physical Postal Ballot	2	2	0	0



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Form				
Total Voting	3	12	0	0

INVALID VOTES:

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of equity shares of the Company	% of total votes casted of equity shares of the company
E-Voting	NIL	NIL	NIL	Nil
Physical Postal Ballot Form	NIL	NIL	NIL	Nil
Total Voting	NIL	NIL	NIL	Nil

In view of the above scrutiny, I hereby certify that resolution no. 3 as set out in notice dated 14th February, 2019 has been approved and passed by the requisite majority.

- The related papers/ registers and records have been handed over to the Director of the Company authorized by the Board to supervise the Postal Ballot process.

Kindly arrange to declare the results accordingly.

Thanking you.



ASHOK KUMAR DAGA

**Company Secretary in practice
Scrutinizer
Membership No. 2699
CP No. 2948**

Place: Kolkata
Date: 28/03/2019