



Ashok Kumar Daga

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

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SCRUTINIZER'S REPORT

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

Sub: Passing of Resolutions through Postal Ballot through E-Voting

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **09th November, 2023** had appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of National Securities Depository Limited (NSDL) for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms, as allowed by MCA.
2. Based on the Register for Voting (E-Voting) on **15th December, 2023** which was provided by National Securities Depository Limited (NSDL), I hereby submit my report as under:
 - 2.1 The Shareholders holding shares as on the cut-off date i.e. **10th November, 2023** were entitled to vote on the proposed resolutions (Item No. 1 & 2 as set out in the Notice of Postal Ballot of the Company.)
 - 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from **16th November, 2023** (10:00 A.M. IST) and ended on **15th December, 2023** (5:00 P.M. IST).
 - 2.3 The details of Remote e-voting facility provided by National Securities Depository Limited (NSDL) has been scrutinized by me for verification of votes cast in favour and against the resolution.



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- 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, E-voting system for voting was disabled.
- 2.5 The votes were unblocked at Kolkata on 15th December, 2023 at 5.05 p.m.
- 2.6 Since the members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favour or against the resolutions contained in the Notice of Postal Ballot. 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 Postal Ballot dated 9th November, 2023.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated 9th November, 2023 are as under :

RESOLUTION NO. 1: (Special Resolution)

Re-appointment of Mr. Shirish Gundopant Belapure (DIN-02219458) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 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 reenactment(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, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and such other applicable laws, regulations and guidelines, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shirish Gundopant Belapure (DIN-02219458), Independent Director of the Company, who holds office as such up to 13th February, 2024 and who has submitted a declaration that he meets the criteria of Independence under Section



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149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof and who shall attain the age of 75 years in the year 2028, and who is eligible for re-appointment, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of five consecutive years from 14th February, 2024 to 13th February, 2029.

“RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer, and the Company Secretary of the Company be and they are hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	80	80	3661409	3661409	99	64.15
DISSENT	10	10	32637	32637	1	0.57
INVALID*	0	0	0	0	0	0
TOTAL	90	90	3694046	3694046	100	64.72

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 9th November, 2023 has been approved and passed with requisite majority.

RESOLUTION NO. 2: (Special Resolution)

Appointment of Mr. Shourya Sengupta (DIN-09216561) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 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 reenactment(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, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



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Regulations, 2015 ("Listing Regulations") and such other applicable laws, regulations and guidelines, if any, [including any statutory modification(s) or reenactment for the time being in force], the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shourya Sengupta (DIN-09216561), who was appointed by the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act, as an Additional Director under the category of Independent Director of the Company with effect from 01st November, 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company for a term of five consecutive years commencing from 01st November, 2023 up to 31st October 2028 , not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer, and the Company Secretary of the Company be and they are hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	82	82	3661422	3661422	99	64.15
DISSENT	8	8	32624	32624	1	0.57
INVALID	0	0	0	0	0	0
TOTAL	90	90	3694046	3694046	100	64.72

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated 9th November, 2023 has been approved and passed with requisite majority.

Thanking you.

ASHOK KUMAR DAGA
Company Secretary in practice
Membership No. 2699
CP No. 2948

UDIN: F002699E002958289
Place: Kolkata
Date: 16.12.2023