

ALBERT DAVID LIMITED

CIN : L51109WB1938PLC009490

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

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

Email: albertdavid@adlindia.in Website: www.albertdavidindia.com**NOTICE OF POSTAL BALLOT**

(Pursuant to Sections 110 and 108 of The Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circulars issued from time to time (the 'MCA Circulars') and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Albert David Limited (the 'Company') through Postal Ballot via remote electronic voting ('e-voting').

The Board has appointed Mr. Ashok Kumar Daga (Membership No. FCS 2699, Certificate of Practice No. 2948) as Scrutinizer for conducting the Electronic Voting process in a fair and transparent manner and who has communicated his willingness to be appointed as such and will be available for the said purpose. The Scrutinizer's decision on the validity of the voting shall be final.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**" or "**e-voting service provider**" or "**ESP**") as the agency to provide e-voting facility.

As per the Circulars issued by the Ministry of Corporate Affairs, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (RTA) or with the depository(ies)/ depository participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e. Friday, 10th November, 2023. The Notice will also be uploaded on the website of the Company at https://www.albertdavidindia.com/notice_agm.php, on the website of NSDL and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). As per the Circulars issued by the Ministry of Corporate Affairs, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

All the Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the cut-off date should treat this Notice for information purpose only.

Members are requested to read the instructions in the Notes to the Notice of Postal Ballot so as to cast their votes electronically not later than 5:00 p.m. IST on Friday, 15th Day of December, 2023, (the last day to cast a vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report to the Chairman of the Company or to the person so authorized by him after completion of scrutiny of the remote e-voting in a fair and transparent manner. The results of the remote e-voting will be announced on or before Monday, 18th December, 2023, at the Registered office of the Company and will be displayed at the Registered office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (<https://www.albertdavidindia.com>) and website of NSDL.

SPECIAL BUSINESS:-**ITEM NO. 1****Re-appointment of Mr. Shirish Gundopant Belapure (DIN-02219458) as an Independent Director:**

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

"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 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, 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 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."

ITEM NO. 2

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

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

"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 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, applicable provisions of 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, [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."

By Order of the Board of Directors

For Albert David Limited

A. B. Chakrabartty
Company Secretary
M.No.FCS 7184

Place: Kolkata
Date: 9th November, 2023

Registered office:

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

NOTES:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all those members whose names appear on the Register of Members / List of Beneficial Owners as of Friday, 10th November 2023 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories/ Depository Participants, Physical copies of the Postal Ballot Notice along with postal ballot forms, pre-paid business reply envelopes etc. are not being sent to members for this Postal Ballot.
3. This Postal ballot Notice will also be available on the website of the Company at www.albertdavidindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
4. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 to our Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd., 5th Floor, 23, R. N. Mukherjee Road, Kolkata – 700001, Email: mdpldc@yahoo.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up share capital of the Company as on the Cut-Off Date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of the SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. E-voting shall commence on **Thursday, 16th November, 2023 at 10.00 A.M. (IST)** and end on **Friday, 15th December, 2023 at 5.00 P.M. (IST)**. The e-voting module shall be disabled for voting thereafter.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 15th December, 2023.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the declaration of results. Members seeking to inspect such documents can send an email to abchakrabarty@adlindia.in mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Friday, December 15, 2023**.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in newspapers as required.
12. **INFORMATION AND INSTRUCTIONS FOR SHAREHOLDERS FOR THE PURPOSE OF REMOTE E-VOTING ARE AS UNDER:-**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through the Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL for

facilitating voting through electronic means, as the authorised agency.

- ii. The remote e-voting period begins on Thursday, 16th November, 2023 at 10.00 A.M. (IST) and ends on Friday, 15th December, 2023 at 5.00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 10th November, 2023 only shall be entitled to avail the facility of e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. 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., 10th November, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the Postal Ballot by email and holds shares as on cut-off date i.e., 10th November, 2023, may obtain the User ID and password by sending a request to the Company's email address at abchakrabarty@adlindia.in. However, if such member is already registered with NSDL for remote e-voting then he/she can use the existing user ID and password for casting their vote. If member has forgotten the password, the password can be reset by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations all listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access the said e-voting facility.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

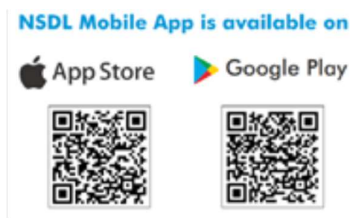
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

1. Existing **IDEAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL:

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myEasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Individual Shareholders holding securities in demat mode with NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 -7000 and 022-2499-7000.

Individual Shareholders holding securities in demat mode with CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode, i.e. shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member / Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID, For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose e voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation Page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to daga.ashok@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886-7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email id are not registered with the depositories for procuring user id and password and registration of email id for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), and AADHAAR (self attested scanned copy of Aadhar Card) by email to abchakrabarty@adlindia.in.

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to abchakrabarty@adlindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

2. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

By Order of the Board of Directors

For Albert David Limited

A. B. Chakrabartty
Company Secretary
M. No. FCS 7184

Place: Kolkata

Date: 9th November 2023

Registered office:

D Block, 3rd Floor, Gillander House,
Netaji Subhas Road, Kolkata – 700 001.

Tel: (033) 2230-2330, 2262-8436 / 8492

Fax: (033) 2262-8439,

Email: abchakrabartty@adlindia.in

Website: www.albertdavidindia.com,

CIN: L51109WB1938PLC009490

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

ITEM NO. 1

Mr. Shirish Gundopant Belapure (DIN-02219458) was appointed as an Independent Director of the Company with effect from 14th February 2019 for a period of five years. The term of appointment of Mr. Belapure as an Independent Director of the Company ends on 13th February 2024 and is eligible for re-appointment for a second term on the Board of the Company.

He will attain the age of 75 years in the year 2028 during the second term of his directorship.

Considering his skill, expertise and contribution during the first term of appointment and based on the recommendation of Nomination and Remuneration Committee, the Board is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of 5 (Five) consecutive years with effect from 14th February, 2024 and as such the Board has proposed him as an Independent Director for the second term of Five(5) consecutive years w.e.f 14th February, 2024 for approval of the members by way of a Special Resolution.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has also received consent in writing from Mr. Belapure to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of qualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors, Mr. Belapure fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

A copy of the draft letter to be issued to Mr. Belapure setting out the terms and conditions of his re-appointment would be available for inspection by the members electronically at the website of the Company from the date of dispatch of the Notice of Postal Ballot up to the date of declaration of the results of postal ballot.

Having regard to the qualification, knowledge, experience and expertise, Mr. Belapure's reappointment as an Independent Director in the Company will be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Belapure as an Independent Director is now placed for the approval of the Members by way of a Special Resolution.

Mr. Shirish G. Belapure is an accomplished leader with rich work experience of 45 years in pharmaceutical, manufacturing, technology, quality control and regulatory areas. He has worked extensively on domestic as well as international operations in reputed pharma companies like Zydus Cadila, FDC, Cipla, Cynamid and Sun Pharma. He was Managing Director - Zydus Hospira Oncology P. Ltd., (ZHOPL) - A joint venture company of Zydus & Pfizer for Manufacturing and distributing sterile oncological injectables.

Except Mr. S. G. Belpaure, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested financially or otherwise in the special resolution as set out in Item No. 1 of the Notice of Postal Ballot.

The Board recommends the special resolution set out in Item No. 1 of the Notice of Postal Ballot for approval by the members of the Company.

ITEM NO. 2

In order to further strengthen the Board governance, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee (NRC), at their meeting held on 10th August, 2023 (subsequently the Board vide Circular Resolution dated 01st November, 2023 changed the effective date of his appointment from 10th August, 2023 to 01st November, 2023) had appointed Mr. Shourya Sengupta (DIN-09216561) as an Additional

Director in the category of Independent Director on the Board of the Company for a term of 5 (Five) years from 1st November, 2023 to 31st October 2028. The Board is of the opinion that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he also fulfills the criteria for appointment as an Independent Director.

The Company has received consent in writing from Mr. Sengupta to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of non-disqualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under Section 149(6) of the Act and the Listing Regulations. In terms of the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013, approval of the shareholders by resolution is required for the appointment of an Independent Director.

In the opinion of the Board of Directors, Mr. Sengupta fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management of the Company.

Accordingly, in compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 and Regulation 25(2)(A) of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the appointment of Mr. Shourya Sengupta as an Independent Director is now placed for the approval of the Members by a Special Resolution. The Company has received a notice in writing from a shareholder of the Company under Section 160 of the Act proposing the candidature of Mr. Sengupta for the office of Independent Director of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

A draft copy of the letter of appointment to be issued to Mr. Sengupta setting out the terms and conditions would be available for inspection by the shareholders electronically at the website of the Company from the date of dispatch of the Notice of Postal Ballot up to the date of declaration of the results of postal ballot.

Mr. Shourya Sengupta is a Partner in the Corporate and Commercial practice group in the Kolkata office, Khaitan & Co. He specializes in M&A, private equity, JV, foreign investments and collaborations, business transfer arrangements, corporate restructurings and general corporate advisory. He represents various domestic and international clients in a range of sectors including healthcare and pharmaceuticals, fashion and retail, FMCG, manufacturing, ed-tech, tea and logistics. He has also featured as a Recommended Lawyer in India by the prestigious RSG India Report 2019.

Except Mr. Sengupta, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

The Board recommends the special resolution set out at Item No. 2 of the Notice of Postal Ballot for approval by the members of the Company.

By Order of the Board of Directors

For Albert David Limited

A. B. Chakrabartty
Company Secretary
M. No. FCS 7184

Place: Kolkata
Date: 9th November 2023

Registered office:

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT VIDE ITEM NO. 1 & 2 IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr. S G Belapure	Mr. Shourya Sengupta
DIN	02219458	09216561
Date of Birth and Age	19 th July ,1953/70 Years	24 th September, 1990/33 Years
Date of first appointment on the Board	14 th February, 2019	01 st November, 2023
Qualifications	Post graduate degree in Pharmacy and a Diploma in Business Management from IIM Ahmedabad	BA , LLB
Experience and Expertise	<p>Mr. Shirish G. Belapure is an accomplished leader with rich work experience of 45 years in pharmaceutical mfg., technology, quality control and regulatory areas.</p> <p>He has worked extensively on domestic as well as international operations in reputed pharma companies like Zydus Cadila, FDC, Cipla, Cynamid and Sun Pharma. He was Managing Director - Zydus Hospira Oncology P. Ltd., (ZHOPL) - A joint venture company of Zydus & Pfizer for Manufacturing and distributing sterile oncological injectables. He was also responsible for the global manufacturing functions of Zydus Cadila from Feb' 2001 till July' 2016 as President Global Manufacturing. He has an expertise in pharma quality matters and has successfully obtained various international regulatory approvals for Zydus formulation units from USFDA, MHRA, ANVISA, PMDA and others.</p>	<p>Mr. Shourya Sengupta is a Partner in the Corporate and Commercial practice group in the Kolkata office, Khaitan & Co. He specialises in M&A, private equity, JV, foreign investments and collaborations, business transfer arrangements, corporate restructurings and general corporate advisory. He represents various domestic and international clients in a range of sectors including healthcare and pharmaceuticals, fashion and retail, FMCG, manufacturing, ed-tech, tea and logistics. He has also featured as a Recommended Lawyer in India by the prestigious RSG India Report 2019.</p>
Shareholding in Albert David Limited	NIL	NIL
Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL
Terms and conditions of appointment or re-appointment	Re-appointed as Independent Director for a term of five years commencing from 14 th February, 2024 up to 13 th February, 2029, not liable to retire by rotation.	Appointed as Independent Director for a term of five years commencing from November 01, 2023 up to October 31, 2028, not liable to retire by rotation.
Remuneration last drawn, if applicable	Sitting fees paid during the year 2022-23: Rs. 2,80,000/-	Not Applicable
Remuneration proposed to be paid	Sitting Fees for the meetings of Board and committees as approved by the Board	Sitting Fees for the meetings of Board and committees as approved by the Board
Meetings of the Board attended during the year up to 09.11.2023	4	none
Disclosure of relationship between directors inter-se	NIL	NIL
Names of other entities in which the person also hold the directorship and membership / Chairmanship of committees of the Board	<p>Directorship in other Companies:</p> <p>Jubilant Pharmova Limited Innova Captab Limited Natural Capsules Limited Uniza Lifecare Private Limited</p> <p>Chairmanship of committees:</p> <p>Natural Capsules Limited :-</p>	<p>Directorship in other Companies:</p> <p>Kilburn Engineering Ltd.</p> <p>Chairmanship:</p> <p>None</p> <p>Membership of committees:</p> <p>Stakeholders Relationship Committee</p>

	Nomination & Remuneration Committee Stakeholders Relationship Committee Membership of committees: Natural Capsules Limited - Audit Committee Jubilant Pharmova Limited :- Risk Management Committee Innova Captab Limited :- Audit Committee	CSR Committee
Name of Listed Entities from which resigned in the past three (3) years	NIL	NIL

By Order of the Board of Directors

Albert David Limited

A. B. Chakrabartty
Company Secretary
M. No. FCS 7184

Place: Kolkata

Date: 9th November 2023

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D Block, 3rd Floor, Gillander House,
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