

ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490)

Regd. Office : 15, Chittaranjan Avenue, Kolkata - 700 072

Phone : 2212-9700/9637/9592, Fax : (033) 2225-8714

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other laws and regulations as may be applicable, that the resolutions appended below is proposed to be passed by the Members by way of postal ballot which includes voting through electronic means. The Explanatory Statement pertaining to the said resolutions, setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

In the event the draft resolutions as set out in this notice are assented to by the requisite majority of Members by means of e-voting and postal ballot (whichever method the Member opts for), they shall be deemed to have been passed as Special Resolution at an Extraordinary General Meeting.

The Board of Directors has appointed Mr. Prithwiji Gangopadhyay, an Advocate at the Calcutta High Court as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed. Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

You may record your assent (for) or dissent (against) for each resolution by filling in the necessary details and affixing your signature at the designated place in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid business reply envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 PM (IST) on Wednesday, 4th January, 2017. Postal ballot form(s) if sent by courier or by registered/ speed post at the expense of the Member(s) will also be accepted. The postal ballot forms may also be deposited personally/ by hand at the address given on the self-addressed business reply envelope. The postage on the enclosed self-addressed envelope has already been affixed by the Company. Any Postal Ballot Form received after the said date will be rejected and considered as if no reply has been received from the Member.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer facility for voting through electronic means (e-voting) to its Members, as an alternative to cast their votes electronically on the resolutions set forth in this notice. Please note that e-voting is optional. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the authorized agency to provide e-voting facility.

You are requested to carefully read the instructions printed herein below related to voting by physical postal ballot form/ e-voting before casting your vote. In case a Member exercises his vote in physical as well as electronic mode, the valid vote by electronic mode only will be considered.

Upon completion of scrutiny of the Postal Ballot Forms/ votes cast through Electronic means, the Scrutinizer will submit his report to the Chairman & Managing Director. Based on the Scrutinizer's Report, the Results of the postal ballot would be declared by the Chairman & Managing Director or any other Director authorised by him, on Thursday, 5th January, 2017 at 4.00 P.M. at the Registered Office of the Company by posting on the Company's website www.albertdavidindia.com and on the Notice Board. The aforesaid results along with the Scrutinizer's report will be forwarded to the stock exchanges where the shares of the Company are listed, i.e., BSE & NSE. CDSL will also display the results in its website www.evotingindia.com.

SPECIAL BUSINESS:

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft new set of Articles of Association of the Company, be and is hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company.

FURTHER RESOLVED THAT the Board of directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary to give effect to this resolution."

2. AMENDMENTS TO OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, and the Rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to requisite approvals, if any, of the appropriate authorities for change/addition/alteration in object clause of Memorandum of Association of the Company, consent of the shareholders of the Company be and hereby is accorded, to append the following sub clauses (v) and (vi) after sub clause (iv) of clause 3(c) of the Memorandum of Association of Company:

- (v) To establish, start, operate, propagate, manufacture, produce, grow, cultivate, process, collaborate, develop, import, export, sell, purchase, pack, re-brand or otherwise deal in and marketing or multi-marketing of health and nutrition products, food or food supplements, nutraceuticals, whether medicinal or aromatic, through plants or otherwise or through usual or unusual herbs, plantation or tuber crops, fruits, mushroom, nuts, fresh or canned, dehydrated or frozen fruits, vegetables or any genetic combination thereof, fast foods, marine and sea foods, energy foods, bee keeping honey and its processing, sericulture and its processing.
- (vi) To establish, start, operate, propagate, manufacture, produce, prepare, collaborate, develop, import, export, sell, purchase, pack, re-brand or otherwise deal in and marketing or multi marketing of all types of talcum powders, face powders, baby powders, prickly heat powders, face creams, face foundations, skin powders, hair dyes, pigments, eyeliners, eye shadows, mascaras, kajals, nail polish, nail enamel, nail polish removers, nail hardeners, lip sticks, lip gloss, blush on, eyelash curlers, perfumes, hair sprays, moisturizing creams, abrasives, cleansing milk creams, hair removers, waxes, sprays, hair oils, hair creams, cosmetics, cosmeceuticals, beauty care, aesthetics care, skin care and beauty products of any kind.

FURTHER RESOLVED THAT the Board of directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary to give effect to this resolution.”

3. AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE LOAN(S), GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment thereto or re-enactment thereof) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/ any other form of debt to any person or other body corporate(s) and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to any other body corporate(s) or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) whether Indian or Overseas, up to maximum amount of Rs. 300 crores (Rupees Three hundred crores only) outstanding at any point of time or up to the limits prescribed under Section 186 of the Companies Act, 2013, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investments including the timing, amount and other terms and conditions of such loans, guarantees, securities and investments and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

Date : 25th November, 2016
Place : Kolkata

By order of the Board
For Albert David Limited

Registered Office:
15, Chittaranjan Avenue
Kolkata – 700 072

Indrajit Dhar
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolutions is annexed herewith and forms part of this Notice.
2. The Postal Ballot Notice dated 25th November, 2016 together with accompanying documents is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on Friday, 25th November, 2016 ("the Cut-off Date"). The Postal Ballot Notice is being sent by email to Members who have registered their email ID with the Company or Depositories and physical copy of is being sent to the other Members through Registered Post.
3. 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, only shall be considered for the purpose of voting and entitled to vote through postal ballot paper or e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to be passed at a general meeting of the Members.
5. The Members can opt for only one mode of voting, i.e. either physical ballot paper or e-voting. In case any Member casts his vote through both the modes, vote cast through e-voting shall prevail and votes cast through postal ballot form shall be treated as invalid.
6. Members desirous of obtaining printed postal ballot form or a duplicate thereof may write to the Company mentioning their details at the registered office at 15, Chittaranjan Avenue, Kolkata – 700072 or send e-mail to adidavid@dataone.in. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on the cut-off date i.e. 25th November 2016.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility to the Members to exercise their votes electronically using the e-voting service facility arranged by CDSL. The instructions for electronic voting form part of this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote through postal ballot form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 PM (IST) on Wednesday, 4th January, 2017. The postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot form is received after 5:00 PM (IST) on 4th January, 2017, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman & Managing Director after the completion of scrutiny, and the Results of the voting by postal ballot/ e-voting will be declared by the Chairman & Managing Director or any other Director of the Company duly authorized, on Thursday, 5th January, 2017 at the Registered Office of the Company at 15, Chittaranjan Avenue, Kolkata – 700 072 at 4:00 PM (IST) and will be displayed on the Company website www.albertdavidindia.com, besides being communicated to the Stock Exchanges (BSE & NSE) and CDSL on the said date.
12. The last date of receipt of postal ballot forms/ e-voting shall be the date on which the resolution(s) would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the Explanatory Statement will be available for inspection at the Company's Registered Office at 15, Chittaranjan Avenue, Kolkata – 700072 on any working day between 11:00 AM (IST) and 1:00 PM (IST) from the date of dispatch of the Notice up to the date of declaration of postal ballot/ e-voting result.
14. **Voting through electronic means:**
 - I. The remote e-voting period shall commence on Tuesday, 6th December 2016 (10:00 AM (IST)) and end on Wednesday, 4th January, 2017 (5:00 PM (IST)). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 25th November, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the member casts the vote on a resolution, the member shall not be allowed to change it subsequently.
 - II. Members holding shares in physical or in dematerialised form as on 25th November, 2016 shall only be eligible for e-voting.
 - III. The process and manner for remote e-voting is as under:
 - i. The shareholders should log on to the e-voting website – www.evotingindia.com during the voting period.
 - ii. Click on "Shareholders" tab.
 - iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NDSL: 8 characters 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 dematerialised 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 Physical Form or Dematerialised Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding shares in either physical format or dematerialized format) <ul style="list-style-type: none"> ● 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. ● 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.
DOB	Enter the date of birth as recorded in your demat account or in the records of the Company 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.
	If both the details are not recorded with the Depository or the Company, please enter the Member ID/ Folio number in the Dividend Bank Details field as mentioned above.

- vii. After submitting 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 to 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 for, the details can be used 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 "RESOLUTION 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 Custodian 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. 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 under the help section or contact Mr. Arghya Majumdar, Assistant Manager, CDSL, Tel. 18002005533, Email: helpdesk.evoting@cdslindia.com. Members may also write to the Company Secretary at the email id: id@adlindia.in.
- IV. Mr. Prithwiji Gangopadhyay, an Advocate at the Calcutta High Court, has been appointed as the Scrutinizer to conduct the postal ballot and remote e-voting process in a fair and transparent manner.
- V. The Scrutinizer's decision on validity of the Postal Ballot shall be final.

- VI. The Scrutinizer will submit his report after completion of scrutiny of Postal Ballot Forms and e-Voting, to the Chairman & Managing Director, who will, or in his absence any other Director duly authorised, declare the Results of voting by Postal Ballot on Thursday, 5th January, 2017 at 4:00 PM (IST) at the Registered Office at 15, Chittaranjan Avenue, Kolkata - 700072. The results along with the Scrutinizer's Report will be displayed at the Registered Office.
- VII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.albertdavidindia.com and on the website of CDSL www.evotingindia.com shall also be forwarded to the National Stock Exchange of India Limited and BSE Limited.
15. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in the notice, is annexed hereto.
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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1

The Articles of Association of the Company currently in force were adopted in accordance with the provisions of the Companies Act, 1956.

With the enactment of the Companies Act, 2013 ("the Act") and its substantial Sections having come into force, the existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act and require alteration/ deletion. It is now expedient to replace the existing Articles of Association with the new set of Articles of Association in alignment with the provisions of the Companies Act, 2013 and Schedules thereof.

As per the provisions of Section 14 of the Act, alteration of the Articles of Association of the Company needs to be approved by the members of the Company by means of special resolution.

The proposed new set of Articles of Association of the Company may be inspected by any Member at the Registered Office of the Company on any working day between 11:00 AM (IST) and 1:00 PM (IST) up to the date of declaration of postal ballot/ e-voting results.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 1 of the notice.

Item No. 2

The Company has various plans for expansion of its business operations from the present level and accordingly it is proposed to start the business and deal with health and nutritional products as well as cosmetics and cosmeceuticals. Since the activities are to be included in the Objects Clause of the Memorandum of Association of the Company ("MOA"), the MOA is required to be altered.

The Board of Directors of the Company in their meeting held on 13th August, 2016 has approved the alteration of Objects Clause of MOA so as to insert new sub clauses (v) and (vi) after sub clause (iv) of Clause 3(c) of the MOA as mentioned in Item No. 2, subject to approval of the members of the Company by way of Special Resolution.

By insertion of new object clauses in the MOA, the Company will be in a position to carry out the new business activities which inter alia include production, domestic sale and export of health and nutritional products as well as cosmetics and cosmeceuticals. The new lines of business will allow the Company to provide an array of products which will in turn help the Company in expanding its customer base, earn higher revenue and yield more profits. Further, as the Company is already in the business of manufacturing pharmaceuticals the Board is of the opinion that, expanding into the business of manufacturing food supplements and cosmeceuticals would augment the Company's financial resources, which shall prove beneficial to the stakeholders besides the Company itself.

In term of Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, the said resolution is required to be passed through postal ballot process. Revised set of MOA post incorporating above amendments is available for inspection at the Registered Office of the Company on any working day between 11:00 AM (IST) and 1:00 PM (IST) up to the date of declaration of postal ballot/ e-voting results.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 2 of the notice.

Item No. 3

As per Section 186 of the Companies Act, 2013, the Board of Directors of the Company is authorized to (a) give any loan to any person or other body corporate, (b) give guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate to the extent of 60% (sixty per cent) of the Company's paid up share capital, free reserves and securities premium account, or, 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more. However, the Board of Directors may give loan(s) or guarantee(s) or provide any security or make investment(s) exceeding the aforesaid prescribed limits with the prior approval of the Members through a special resolution passed through postal ballot.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives and to enable the Board of Directors of the Company to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financial structure, this permission is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person up to an amount not exceeding Rs. 300 crores (Rupees Three hundred crores only), or up to the limits prescribed under section 186 of the Companies Act, 2013, whichever is higher.

Such loan(s) may be given and investment(s) be made or guarantee (s) or security(ies) be provided by the Board of Directors of the Company or Committees thereof to other body corporate(s) or other person(s) including subsidiary(ies)/ step subsidiary(ies) if any, in India and abroad from time to time, in accordance with the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 3, except to the extent of their directorship and/or shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided.

Your directors recommend the resolution at Item No. 3 for approval of the shareholders by way of Special Resolution.

Date : 25th November, 2016

Place : Kolkata

By order of the Board
For Albert David Limited

Registered Office:
15, Chittaranjan Avenue
Kolkata – 700 072

Indrajit Dhar
Company Secretary

ALBERT DAVID LIMITED

(CIN : L51109WB1938PLC009490)

Regd. Office : 15, Chittaranjan Avenue, Kolkata - 700 072

Phone : 2212-9700/9637/9592, Fax : (033) 2225-8714

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

**The last Date for receipt of Postal Ballot
is 4th January, 2017 - 5.00 P.M. (IST)**

POSTAL BALLOT FORM

Please read the instructions printed overleaf carefully before exercising your vote.

Sl. No. :

1.	Name and Registered Address of the Sole / First named Member (in block letters)	
2.	Name(s) of the Joint Member(s), if any (in block letters)	
3.	Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to shareholders holding shares in dematerialised form)	
4.	Number of shares held	

I/ We hereby exercise my/ our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in Postal Ballot Notice dated 25th November, 2016 of the Company, by sending my/ our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Nature of Resolution	No. of Shares	(FOR)	(AGAINST)
				I/We assent to the Resolution	I/We dissent to the Resolution
1.	Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013	Special			
2.	Amendments to the Objects Clause of the Memorandum of Association of the Company	Special			
3.	Authorization to the Board of Directors to make loan(s), give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013	Special			

Place :

Date :

Signature of the Shareholder

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.14(III)(vi) of e-voting procedure Instructions)

Postal Ballot voting particulars

The e-voting facility is available at the link <https://www.evotingindia.com>.

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

COMMENCEMENT OF E-VOTING

END OF E-VOTING

6TH DECEMBER, 2016 AT 10.00 AM

4TH JANUARY, 2017 AT 5.00 PM

Notes : Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

INSTRUCTIONS

1. Member desiring to exercise his/ her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address mentioned in the attached self-addressed postage stamp affixed envelope. Envelopes containing Postal Ballots, if deposited in person or if sent by courier at the expense of the Member, shall also be accepted.
2. A Member has to convey his/ her assent or dissent in the postal ballot form only. Assent or dissent to the proposed resolution(s) may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the columns will render the Postal Ballot Form invalid.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form should be completed and signed by the Member as per the specimen signature(s) registered with the Company/ furnished by the Depositories. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
5. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
6. The right of voting by Postal Ballot Form shall not be exercised by a proxy.
7. Unsigned, incomplete, improperly completed or incorrectly tick marked Postal Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced, mutilated, over-written or wrongly signed to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or if the signature cannot be verified.
8. Notwithstanding anything mentioned elsewhere under these instructions, a postal ballot form shall be considered invalid if:
 - (a) A Postal Ballot Form other than the one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the Postal Ballot Form doesn't match the specimen signature with the Company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; or
 - (j) Member has made any amendments to the resolutions or imposed any condition while exercising his/ her vote.
9. Duly completed Postal Ballot forms should reach the Company not later than 5:00 PM (IST) on Wednesday, 4th January, 2017. Postal Ballot Forms received after this date will be strictly treated as invalid.
10. Members can opt only one mode of voting i.e. either by postal ballot or through e-voting. In case you are opting for voting by postal ballot, then please do not cast vote by e-voting and vice-versa. In case a Member casts his vote both by postal ballot and e-voting, the vote cast through e-voting shall prevail and the vote cast through postal ballot shall be considered invalid.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. In the case of shares held by companies, financial institutions, trusts, societies etc., a certified true copy of the relevant board resolution/ authorisation should accompany the duly completed Postal Ballot Form.
13. Members desirous of obtaining printed postal ballot form or a duplicate thereof may send e-mail to adidavid@dataone.in. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
14. A Member needs to neither use all his/ her votes nor cast all his/ her votes in the same way.
15. A Postal Ballot Form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated, shall be considered valid.
16. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e., 25th November 2016.
17. The Scrutinizer's decision on the validity of the postal ballot shall be final.

BUSINESS REPLY ENVELOPE

To
Mr. Prithwjit Gangopadhyay
Scrutinizer for Albert David Ltd.
Advocate

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