



Ashok Kumar Daga

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

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

Name of the Company	ALBERT DAVID LIMITED
Meeting	80 th Annual General Meeting
Date & Time	Friday, 09 th day of August, 2019 at 4.00 p.m.
Venue	Science City, Seminar Hall S-18 (A & B), J.B.S. Haldane Avenue, Kokata-700046

To
The Chairman,
80th Annual General Meeting
Albert David Limited
D- Block, 3rd Floor, Gillander House
Netaji Subhas Road, Kolkata-700001

1. APPOINTMENT AS SCRUTINIZER

I was appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the Annual General Meeting (AGM) of the **ALBERT DAVID LIMITED** (herein after referred to as the Company) held on Friday, 09th day of August, 2019 at 4.00 p.m. at Science City, Seminar Hall S-18 (A & B), J B S Haldane Avenue, Kokata-700046.

2. DISPATCH OF NOTICE CONVENING THE MEETING

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the depositories, the Company completed dispatch of the Notice of the AGM:

- i. By Registered Post to 2823 members
- ii. By Email to 6381 members

3. CUT-OFF DATE

The Voting rights were reckoned as on 02nd August, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

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4. Remote E-Voting:

4.1 Agency:

The Company had appointed CDSL as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-voting platform was open from 10.00 a.m. on Monday, 05th August, 2019 to 05.00 p.m. Thursday, 08th August, 2019 and members were required to cast their vote electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-voting platform provided by CDSL.

5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access, after closure of period of remote e-voting and before the start of the general meeting, to only such details relating to members who have cast their vote through remote e-voting, such as their names, folios, number of shares held, but not the manner in which they have voted.

5.2 Accordingly, CDSL provided us with the names, DP Id / folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

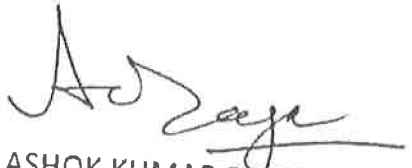
5.3 The Company had provided facility of Ballot voting at the venue of the meeting to those members who had not casted their vote through remote e-voting.

6. Counting Process

6.1 On Completion of voting at the meeting, CDSL provided us with the List of Members who had cast their votes, with their holding details and details of the Vote on each of the Resolutions.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 I unblocked the e-voting results on the CDSL E- voting platform before Ms. Rittika Gupta and Ms. Nilu Nigania who are not in employment of the company and downloaded the E-voting results.


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7. Results

7.1 I observed that -

- i. 37 members have casted their votes through the Ballot- voting facility provided at the meeting.
- ii. 5 members had cast their votes through remote e- voting.

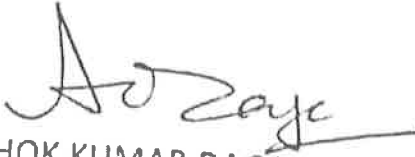
7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of AGM dated 29th May, 2019 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions contained in Ordinary Business in Item No. 1 to Item No. 3 has been passed with the requisite majority & Item No. 4 & Item No. 7 contained in Special Business as Ordinary Resolution has been passed with the requisite majority & Special Resolutions contained in Special Business in Item No. 5 & Item No 6 has been passed with the requisite majority.

7.4 The Registers, all other papers and relevant records relating to e-voting and ballot papers shall be remain in our safe custody till the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Dated: 10.08.2019

Place : Kolkata


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Item No.1:-

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	36	41	505	3476000	3476505	100%	60.91%
DISSENT	0	2	2	0	2	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	38	43	505	3476002	3476507	100%	60.91%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 29th May, 2019 has been passed with requisite majority.

Item No.2

To declare dividend.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	36	41	505	3476000	3476505	100%	60.91%
DISSENT	0	2	2	0	2	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	38	43	505	3476002	3476507	100%	60.91%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 29th May, 2019 has been passed with requisite majority.


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Item No.3

To appoint a Director in place of Mrs. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation, and, being eligible, offer herself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	25	30	505	436	941	99.79%	0.02%
DISSENT	0	2	2	0	2	2	0.21%	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	27	32	505	438	943	100%	0.02%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 29th May, 2019 has been passed with requisite majority.

Item No.4

Appointment of Independent Director

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(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 as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations and guidelines, if any, Mr. Shirish G. Belapure (DIN : 02219458), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from 14th February, 2019 under Section 161 and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from 14th February, 2019.

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


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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	38	43	505	3476002	3476507	100%	60.91%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	38	43	505	3476002	3476507	100%	60.91%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 29th May, 2019 has been passed with requisite majority.

Item No.5

Revision in Remuneration payable to Wholetime Director designated as Executive Chairman

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations and guidelines, if any, and subject to any other approvals, if applicable, and upon the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Arun Kumar Kothari (DIN: 00051900), Wholetime Director designated as Executive Chairman of the Company for the period from 1st April, 2019 to 31st March, 2020 in the manner and to the extent set out in the Explanatory Statement annexed to this notice.

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem proper, necessary or desirable to give effect to the foregoing resolutions and to settle any question, difficulty or doubt that may arise in the said regard.”


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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	25	30	505	436	941	99.79%	0.02%
DISSENT	0	2	2	0	2	2	0.21%	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	27	32	505	438	943	100%	0.02%

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 29th May, 2019 has been passed with requisite majority.

Item No.6


Revision of remuneration of Managing Director and CEO of the Company

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

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and subject to any other approvals, if applicable, and upon the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Tarninder Singh Parmar (DIN: 05118311), Managing Director & CEO of the Company for the period from 1st April, 2019 to 31st March, 2020 in the manner and to the extent set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable in order to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in the said regard.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	38	43	505	3476002	3476507	100%	60.91%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	38	43	505	3476002	3476507	100%	60.91%


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Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 29th May, 2019 has been passed with requisite majority.

Item No.7

Payment of Remuneration to Cost Auditor

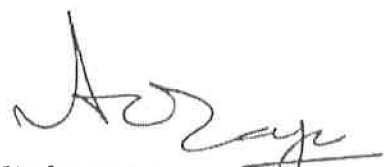
To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S. Gupta & Co., Cost & Management Accountants, Kolkata (Firm Registration No. 000020), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	5	38	43	505	3476002	3476507	100%	60.91%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	5	38	43	505	3476002	3476507	100%	60.91%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 7 of the Notice dated 29th May, 2019 has been passed with requisite majority.


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