



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

17th May, 2024

To

The Chairman

Albert David Limited

Block - D, 3rd Floor, Gillander House

8, Netaji Subhas Road

Kolkata - 700 001

West Bengal

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of **Albert David Limited** (the Company) for the purpose of scrutinizing the postal ballot process through voting by electronic means only (remote e-voting) in a fair & transparent manner in respect of all the resolutions as set out in the Postal Ballot notice dated 16th April, 2024, do hereby submit my report as follows:

- (a) On 16th April, 2024 the Company has completed the dispatch of Notice of Postal Ballot electronically to all the members who have registered their e-mail addresses with the Company/RTA or with the Depositories and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. Friday, 5th April, 2024, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 ("MCA Circulars").
- (b) The Company has provided e-voting facility offered by National Securities Depository Limited ("NSDL") to its shareholders.





- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. Friday, 5th April, 2024 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Wednesday, 17th April, 2024 at 9:00 a.m. (I.S.T) and ended on Thursday, 16th May, 2024 at 5:00 p.m (I.S.T).
- (e) Since the voting on the postal ballot was conducted only through e-voting, reporting on number of physical postal ballot forms received including those that are invalid, is not applicable.
- (f) The e-voting facility provided by NSDL was unlocked on Thursday, 16th May, 2024 after 5:00 p.m. (I.S.T) in the presence of two witnesses.
- (g) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting website of NSDL: <https://www.evoting.nsdl.com> in respect of voting through e-voting.
- (h) 99 Members representing 3,682,853 equity shares have cast their votes through e-voting on the resolutions and all such votes were valid.

I now submit my consolidated report as under on the results of the voting through e-voting.

Item No. 1 as a Special Resolution: To approve appointment of Mr. Anurag Singhi (DIN: 01807541) as an Independent Director of the company, not liable to retire by rotation, for 5 (five) years from April 1, 2024 to March 31, 2029.							
Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results			
No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast	





Voted in favour of the resolution	89	3,682,481	NA	NA	89	3,682,481	99.9899
Voted against the resolution	10	372	NA	NA	10	372	0.0101
Total	99	3,682,853	NA	NA	99	3,682,853	100

Item No. 2 as a Special Resolution: To approve re-appointment of Mr. Arun Kumar Kothari (DIN: 00051900) as Wholetime Director designated as Executive Chairman of the Company for term of 5 (five) years and remuneration payable for a period from April 1, 2024, to March 31, 2025.

	Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	82	2,984,579	NA	NA	82	2,984,579	99.9750
Voted against the resolution	12	747	NA	NA	12	747	0.0250
Total	94	2,985,326	NA	NA	94	2,985,326	100

Item No. 3 as a Special Resolution: To approve revision of remuneration of Mr. Umesh Manohar Kunte (DIN: 03398438), Managing Director & CEO of the Company for the period from April 1, 2024, to March 31, 2025.

	Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	82	2,984,579	NA	NA	82	2,984,579	99.9750
Voted against the resolution	12	747	NA	NA	12	747	0.0250
Total	94	2,985,326	NA	NA	94	2,985,326	100



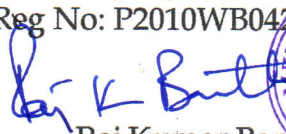


Voted in favour of the resolution	88	3,682,456	NA	NA	88	3,682,456	99.9892
Voted against the resolution	11	397	NA	NA	11	397	0.0108
Total	99	3,682,853	NA	NA	99	3,682,853	100

In view of the above scrutiny, I hereby certify that the resolutions 1 to 3 as aforesaid, as set out in notice dated 16th April, 2024 has been approved and passed by requisite majority.

Date: 17.05.2024
Place: Kolkata
UDIN: A017190F000391575

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia

Partner

Membership no. 17190
COP no. 18428

