



# 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	78 <sup>TH</sup> Annual General Meeting
Date & Time	Tuesday, 12 <sup>th</sup> day of September, 2017 at 10.00 a.m.
Venue	Science City, Mini Auditorium, J B S Haldane Avenue, Kokata-700046

To  
The Chairman,  
78<sup>th</sup> 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 Tuesday, 12<sup>th</sup> day of September, 2017 at 10.00 a.m. at Science City, Mini Auditorium, 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 Speed Post to 3978 members
- ii. By Email to 5159 members

### 3. CUT-OFF DATE

The Voting rights were reckoned as on 5<sup>TH</sup> September, 2017 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

  
ASHOK KUMAR DAGA  
Practising Company Secretary  
FCS-2699 & CP-2948

#### **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 Saturday, 09<sup>th</sup> September, 2017, to 05.00 p.m. Monday, 11<sup>th</sup> September, 2017 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. Deepika Gupta who are not in employment of the company and downloaded the E-voting results.

  
**ASHOK KUMAR DAGA**  
Practicing Company Secretary  
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## 7. Results

7.1 I observed that -

- i. 47 members have casted their votes through the Ballot- voting facility provided at the meeting.
- ii. 25 members had cast their votes through remote e- voting.

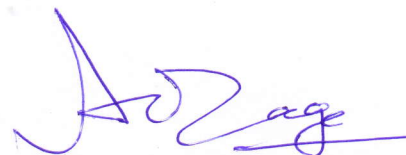
7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of AGM dated 30<sup>th</sup> May, 2017 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to Item No. 4 & Item No. 8 & Special resolution contained in Item No. 5 to 7 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: 13.09.2017**

**Place : Kolkata**



**ASHOK KUMAR DAGA**  
Practicing Company Secretary  
FCS-2699 & CP-2948

**Item No.1:-**

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March,2017 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	23	47	70	3737326	478	3737804	100	65.49
DISSENT	2	0	2	2	0	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

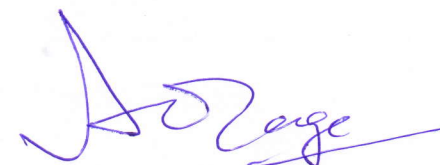
Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

**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	24	47	71	3737327	478	3737805	100	65.49
DISSENT	1	0	1	1	0	1	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 30<sup>th</sup> May, 2017 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	18	47	65	3733758	478	3734236	99.90	65.43
DISSENT	7	0	7	3570	0	3570	0.10	0.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

**Item No.4****Appointment of Statutory Auditor**

To appoint Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**RESOLVED** that pursuant to Section 139, 142 and other provisions of the Companies Act, 2013 and the Rules madethereunder and pursuant to the recommendation of the Audit Committee of the Board, M/s. Basu Chanchani & Deb, Chartered Accountants (Firm Registration No. 304049E) be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of the fifth consecutive AGM of the Company to be held in the year 2022 (subject to ratification by the members at every AGM held after this AGM) at such remuneration as shall be fixed by the Board of Directors of the Company upon recommendation of the Audit Committee.

	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	23	47	70	3737326	478	3737804	100	65.49
DISSENT	2	0	2	2	0	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

  
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**Item No.5**

**Re-Appointment of Managing Director**

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

RESOLVED that pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions 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, applicable clauses of Articles of Association of the Company and subject to other approvals, if any, and upon the recommendations of the Nomination & Remuneration Committee, the consent of members of the Company be and is hereby accorded to the reappointment of Mr. Arun Kumar Kothari (DIN:00051900) as Chairman & Managing Director of the Company, not liable to retire by rotation for a period of one year from 1st April, 2017 to 31st March, 2018 on the terms and conditions including remuneration, perquisites and benefits set out in the Explanatory Statement attached to this Notice and contained in the Agreement dated 19th April, 2017 entered into by and between the Company and Mr. Arun Kumar Kothari which agreement be and is also hereby approved.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby empowered to increase the remuneration of Mr. Arun Kumar Kothari as set out in the Explanatory Statement during the tenure, i.e. from 1st April, 2017 to 31st March, 2018, within the limits prescribed under Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that notwithstanding the above, in the event of any loss or inadequacy of profit in the financial year, Mr. Arun Kumar Kothari, Chairman & Managing Director, 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 for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable 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	23	47	70	3737326	478	3737804	100	65.49
DISSENT	2	0	2	2	0	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

  
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**Item No.6**

**Increase of Remuneration of Whole Time Director**

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

**RESOLVED** that pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions 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, applicable clauses of Articles of Association of the Company and subject to other approvals, if any, and upon the recommendations of the Nomination & Remuneration Committee, the consent of members of the Company be and is hereby accorded to increase the remuneration payable to Mr. Hari Prasad Kabra (DIN: 00385240), Wholetime Director (designated as Executive Director) of the Company for the residual period of his present term i.e. from 1st April, 2017 to 31st March, 2018 in the manner and to the extent set out in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby empowered to increase the remuneration of Mr. H. P. Kabra set out in the Explanatory Statement during the tenure, i.e. from 1st April, 2017 to 31<sup>st</sup> March, 2018, within the limits prescribed under Section II of Part-II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER** that notwithstanding the above, in the event of loss or inadequacy of profits in the financial year, Mr. H. P. Kabra, Executive Director, 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** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable 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	18	47	65	3733758	478	3734236	99.90	65.43
DISSENT	7	0	7	3570	0	3570	0.10	0.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

  
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**Item No.7**

**Mortgage or charge of movable & immovable properties**

**To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as amended from time to time, and in supersession of all earlier resolutions passed under section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorised by the Board in this behalf ) be and is hereby authorised to mortgage and/ or charge all present and future movable and immovable properties of the Company wherever situate and whole of the undertaking of the Company together with power to take over the management of the business of the Company in certain events, to or in favour of Central and State Financial Institutions, Corporations, Banks and/ or other authority/ authorities from whom the Company has borrowed or will borrow monies or obtained or will obtain financial facilities from time to time upto a limit of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores) in addition to any specific powers granted for charging and/ or mortgaging assets in favour of specific Financial Institution(s), Corporation(s) or Bank(s).

	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	18	47	65	3733758	478	3734236	99.90	65.43
DISSENT	7	0	7	3570	0	3570	0.10	0.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Special Resolution Contained in Item no. 7 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

  
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FCS-2699 & CP-2948



**Item No.8**

**Payment of Remuneration to Cost Auditor**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

**RESOLVED** that pursuant to the provisions of Section 148(3) and all other applicable provisions 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), the 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, 2018, 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	18	47	65	3733758	478	3734236	99.90	65.43
DISSENT	7	0	7	3570	0	3570	0.10	0.06
INVALID	0	0	0	0	0	0	0	0
TOTAL	25	47	72	3737328	478	3737806	100	65.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 8 of the Notice dated 30<sup>th</sup> May, 2017 has been passed with requisite majority.

  
ASHOK KUMAR DAGA  
Practicing Company Secretary  
FCS-2699 & CP-2948