



**K. C. DHANUKA & CO.**

**COMPANY SECRETARIES**

419, CENTRE POINT,  
21, HEMANTA BASU SARANI,  
KOLKATA - 700 001.  
☎ : 2248-5806, 3022-5806.  
Mobile : 98300 53619.  
E-mail : dhanuka419@yahoo.co.in

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Albert David Limited  
15, Chittaranjan Avenue,  
Kolkata-700072

Dear Sir,

**Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Albert David Limited ("Company"), vide resolution dated May 28<sup>th</sup> 2015, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 to conduct the E-voting process in respect of the below mentioned resolutions passed at the 76<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Tuesday, the 8<sup>th</sup> September, 2015 at 11.30 A.M. at "Gyan Manch", 11, Pretoria Street, Kolkata - 700071.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

The Company has engaged Central Depository Services Limited ("CDSL") as the authorized agency to provide secured system for remote e-voting process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 76<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through the electronic means as well as postal ballot by post and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on





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the reports generated from the electronic voting system provided by the Central Depository Services Limited(CDSL) and the report generated by use of ballot papers.

Further to the above, I submit my report as under:-

- i) The e-voting period remained open from September 5, 2015 (10:00 am) to September 7, 2015 (5:00 pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting, i.e. September 1<sup>st</sup>, 2015) were entitled to vote on the resolutions (item no. 1 to 9 as set out in the Notice of 76<sup>th</sup> AGM of the Company).
- iii) After the close of period for remote e-voting and before the start of the general meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of CDSL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
- iv) At the 76<sup>th</sup> AGM, after declaration to cast the vote by ballot paper by the Chairman, ballot box kept for polling was locked in my presence.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company.
- vi) The ballot papers which were incomplete and/or wrongly filled and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
- vii) After counting the votes cast by members and shareholders present at the 76<sup>th</sup> AGM through ballot papers, the votes cast through remote e-voting were unblocked on September 8<sup>th</sup>, 2015 at 12:00 pm in the presence of two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL.
- viii) Based on the reports generated from the CDSL e-voting website and the voting through ballot paper at the 76<sup>th</sup> AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, is as under:

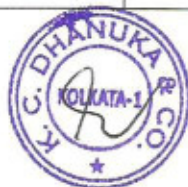
## A. ORDINARY BUSINESS

### 1. Resolution 1

Adoption of Audited Financial Statements for the year ended March 31<sup>st</sup>, 2015.

#### i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	17	3477536	100%
Voting through Ballot Forms	9	68	0%
Total	26	3477604	100%







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ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	2	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0%*</b>

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off

2. Resolution 2

Declaration of dividend on equity shares.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	19	3477538	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>28</b>	<b>3477606</b>	<b>100%</b>

ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	0	0	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%*</b>

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off





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## 3. Resolution 3

Re-appointment of Mrs. Prabhawati Devi Kothari (DIN: 00051860), who retires by rotation and being eligible, offer herself for re-appointment.

### i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	15	3477534	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>24</b>	<b>3477602</b>	<b>100%</b>

### ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	3	3	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>3</b>	<b>3</b>	<b>0%*</b>

### iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off

## 4. Resolution 4

Re-appointment of M/s. G. Basu & Co. as Statutory Auditors of the company and fixing their remuneration.

### i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	17	3477536	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>26</b>	<b>3477604</b>	<b>100%</b>

### ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	2	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0%*</b>







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iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off

B. SPECIAL BUSINESS

5. Resolution 5

As an ordinary resolution.

Appointment of Mr. Arindam Sarkar (DIN:06938957) as an Independent Director of the company to hold office for 5(five) consecutive years for a term upto 6<sup>th</sup> August, 2019 and whose office shall not be liable to retire by rotation.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	17	3477536	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>26</b>	<b>3477604</b>	<b>100%</b>

ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	2	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0%*</b>

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off





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## 6. Resolution 6

As special resolution.

The continuation of appointment of Mr. K.P.Mundhra (DIN:00649025) as Executive Director of the company upto 31<sup>st</sup> March, 2016 and increase in remuneration for the period from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016.

### i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	17	3477536	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>26</b>	<b>3477604</b>	<b>100%</b>

### ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	2	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0%*</b>

### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off

## 7. Resolution 7

As special resolution.

The increase in the remuneration of Mr. A.K.Kothari, Chairman & Managing Director for the period from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016.

### i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	17	3477536	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>26</b>	<b>3477604</b>	<b>100%</b>







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ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	2	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0%*</b>

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off

8. Resolution 8

As an ordinary resolution.

Fixing remuneration of Cost Auditor of the company for the financial year ending March 31<sup>st</sup>, 2016.

i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	17	3477536	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>26</b>	<b>3477604</b>	<b>100%*</b>

ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	2	2	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0%*</b>

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off





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## 9. Resolution 9

As an ordinary resolution.

Increase in the limit for contributing to bonafide and charitable purposes not exceeding the sum of Rs. 500.00 Lacs in any financial year.

### i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	16	3477535	100%
Voting through Ballot Forms	9	68	0%
<b>Total</b>	<b>25</b>	<b>3477603</b>	<b>100%</b>

### ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	3	3	0%
Voting through Ballot Forms	0	0	0%
<b>Total</b>	<b>3</b>	<b>3</b>	<b>0%*</b>

### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	NIL	NIL
Voting through Ballot Forms	1	20
<b>Total</b>	<b>1</b>	<b>20</b>

\*Rounded Off

The Registers, all other papers and relevant records relating to e-voting and ballot papers shall remain in our safe custody until 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.

Thanking you,

Place: Kolkata

Dated: 9th September, 2015

Yours faithfully,  
**K. C. DHANUKA & CO.**  
Company Secretaries

*K. C. Dhanuka*  
**K. C. DHANUKA** 09/09/2015  
Proprietor  
FCS-2204, CP-1247