

Ref:REG44/AGM-VR/2024-25

August 02, 2025

The General Manager Department
of Corporate Services BSE Limited
P.J.Towers, Dalal
Street,
Mumbai-400001.
ScripCode:524075

The Manager Listing
Department
National Stock Exchange of India Limited
Exchange Plaza, PlotNo.C-1, G Block, Bandra
Kurla Complex, Bandra (East), Mumbai –
400051.
Symbol:ALBERTDAVD

Dear Sir,

Sub: Voting Results of 86th Annual General Meeting

We wish to inform you that the 86th Annual General Meeting (AGM) was held on Saturday, August 02, 2025 at 9:30 a.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company had appointed CS Ashok Kumar Daga, Practicing Company Secretary, Kolkata, as the Scrutinizer to scrutinize the entire e-voting process. As per the Scrutinizers' Report, all resolutions contained in the Notice of AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rules made thereunder, we enclose herewith the details of voting results along with the consolidated Scrutinizers' Report on remote e- voting and e-voting at AGM.

A copy of the same is also being placed on the website of the Company at www.albertdavidindia.com.

This is for your information and records.

Thanking you,
Yours faithfully,
For **Albert David Limited**

Lalit
Lohia

Digitally signed
by Lalit Lohia
Date: 2025.08.02
20:33:51 +05'30'

Lalit Lohia
Company Secretary



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]

To
The Chairman,
Albert David Limited
'D' Block, 3rd Floor, Gillander House,
8, Netaji Subhas Road
Kolkata WB 700001

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 86th Annual General Meeting (AGM) of the Equity Shareholders of Albert David Limited held on Saturday, 02nd Day of August, 2025 at 9.30 a.m. through Video Conferencing / other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 13th May, 2025.

I, Ashok Kumar Daga, Practising Company Secretary having my office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting prior to AGM and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) passed at the 86th Annual General Meeting of the Equity Shareholders of Albert David Limited held on Saturday, 02nd Day of August, 2025 at 9:30 a.m. submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL).
2. The Shareholders holding shares as on the cut-off date i.e. 25th July, 2025 were entitled to vote on the proposed resolutions (Item No. 1 to 7) as set out in the Notice of 86th Annual General Meeting of the Company dated 13th May, 2025
3. The remote e-voting period commenced on 30th July, 2025 at 9:00 A.M. and concluded on 1st August, 2025 at 5:00 PM.
4. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
5. The votes were unblocked at Kolkata on 02nd August, 2025 at 12:15 P.M.



Ashok Kumar Daga

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6. Members have either voted electronically through remote e-voting or through e-voting facility during the AGM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favor or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 13th May, 2025 are as under:

Item No.1:-

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	76	2	78	3680684	14	3680698	100	64.49
DISSENT	6	0	6	61	0	61	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	82	2	84	3680745	14	3680759	100	64.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 13th May, 2025 has been passed with requisite majority.



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Item No.2

To declare dividend of Rs.5.00/- per equity share of Rs.10/- each of the Company for the financial year ended 31st March,2025.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOT E E- VOTIN G	E- VOTING AT AGM	TOTA L	REMOTE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	76	2	78	3680684	14	3680698	100	64.49
DISSENT	6	0	6	61	0	61	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	82	2	84	3680745	14	3680759	100	64.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 13thMay, 2025 has been passed with requisite majority.

Item No.3

To appoint a Director in place of Mr. Arun Kumar Kothari (DIN: 00051900), who retires by rotation and being eligible and offers himself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOT E E- VOTING	E- VOTIN G AT AGM	TOTAL	REMOTE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTE D	% OF TOTAL NO. OF ISSUED SHARE S
ASSENT	74	2	76	3679861	14	3679875	99.98	64.48
DISSENT	8	0	8	884	0	884	0.02	0.02
INVALID	0	0	0	0	0	0	0	0
TOTAL	82	2	84	3680745	14	3680759	100	64.50

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 13thMay, 2025has been passed with requisite majority.



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Item No.4

Ratification of remuneration of the Cost Auditors for the financial year 2025-2026

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 & the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. S. Gupta & Co., Cost & Management Accountants, Kolkata (FRN: 000020), appointed by Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the FY 2025-26 amounting to Rs.65,000/- (Rupees Sixty Five Thousand only) plus applicable taxes and out-of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			% AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	76	2	78	3680684	14	3680698	100	64.49
DISSENT	6	0	6	61	0	61	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	82	2	84	3680745	14	3680759	100	64.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 13th May, 2025 has been passed with requisite majority.



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Item No.5

Appointment of M/s. MKB & Associates, Company Secretaries in practice as Secretarial Auditors for a period of five consecutive years i.e., F.Y 2025-26 to F.Y 2029-30 and fixation of their remuneration.

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s. MKB & Associates, Company Secretaries in practice, Kolkata (FRN: P2010WB042700) be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			% AGE	
	REMOTE E-VOTING	E- VOTING AT AGM	TOTAL	REMOTE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	75	2	77	3680674	14	3680688	100	64.49
DISSENT	7	0	7	71	0	71	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	82	2	84	3680745	14	3680759	100	64.49

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 13th May, 2025 has been passed with requisite majority.



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Item No.6

Revision in remuneration payable to Mr. Arun Kumar Kothari (DIN: 00051900), Whole-time Director designated as Executive Chairman of the Company for the period from 1st April, 2025 to 31st March, 2026

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company and in accordance with the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force) read with Schedule V to the Act, applicable clauses of Memorandum and Articles of Association of the Company and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and other applicable laws, regulations, guidelines, if any and subject to any other approvals, if applicable, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Arun Kumar Kothari (DIN: 00051900), Whole-time Director designated as Executive Chairman of the Company for the period from 1st April, 2025 to 31st March, 2026 in the manner and to the extent set out in the supplementary agreement dated 13th May, 2025 and Explanatory Statement annexed to the Notice convening this AGM.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required 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	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	70	2	72	2950717	14	2950731	98.91	51.70
DISSENT	7	0	7	32501	0	32501	1.09	0.57
INVALID	0	0	0	0	0	0	0	0
TOTAL	77	2	79	2983218	14	2983232	100	52.27



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Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 13th May, 2025 has been passed with requisite majority.

Item No.7

Revision in remuneration payable to Mr. Umesh Manohar Kunte (DIN: 03398438), Managing Director and CEO of the Company for the period from 1st April, 2025 to 31st March, 2026.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company and in accordance with the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, applicable clauses of Memorandum and Articles of Association of the Company and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and other applicable laws, regulations, guidelines, if any and subject to any other approvals, if applicable, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Umesh Manohar Kunte (DIN: 03398438), Managing Director & CEO of the Company for the period from 1st April, 2025 to 31st March, 2026 in the manner and to the extent set out in the supplementary agreement dated 13th May, 2025 and Explanatory Statement annexed to the Notice convening this AGM.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required in order to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in the said regard.”



Ashok Kumar Daga

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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	74	2	76	3647894	14	3647908	99.11	63.92
DISSENT	8	0	8	32851	0	32851	0.89	0.58
INVALID	0	0	0	0	0	0	0	0
TOTAL	82	2	84	3680745	14	3680759	100	64.50

Based on aforesaid Results, Special Resolution Contained in Item no. 7 of the Notice dated 13th May, 2025 has been passed with requisite majority.

Thanking you,
Yours faithfully,

ASHOK
KUMAR
DAGA

Digitally signed by ASHOK KUMAR DAGA
DN: c=IN, o=Personal, postalCode=700055, st=West Bengal, serialNumber=940FE10123DA9CB8E7082DA808846370966AF1987205B80D6F2241AC7A3632, cn=ASHOK KUMAR DAGA
Date: 2025.08.02 16:44:11 +05'30'

ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)
MEMBERSHIP NO. 2699
C.O.P NO. 2948
UDIN: F002699G000919450

PLACE- KOLKATA
DATE- 02.08.2025