

Ref: Outcome/Postal-ballot/1/2024-25
May 18, 2024

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

The Manager - Listing Department,
 National Stock Exchange of India Limited
 Exchange Plaza, Plot No. C-1, G Block,
 Bandra Kurla Complex, Bandra (East),
 Mumbai – 400051.
Symbol: ALBERTDAVD

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of the Listing Regulations – Special Resolutions passed through Postal Ballot (Proceedings)

In terms of Regulation 30 and Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we submit as follows.

The Members of the Company have, by way of passing of Special Resolutions, by way of Postal Ballot, i.e. Voting by way of Electronic Means (E-voting / Remote E-voting) have transacted and with requisite majority approved, the following items of Special Businesses as per Notice of Postal Ballot dated April 16, 2024 –

Sr. No.	Brief description of Special Resolutions passed
1.	Appointment of Mr. Anurag Singhi (DIN:01807541) as an Independent Director for 5 (five) years from 1st April 2024, not liable to retire by rotation.
2.	Reappointment 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 with effect from April 1, 2024
3.	Approval of the revision in remuneration of Mr. Umesh Manohar Kunte (DIN:03398438), Managing Director & CEO of the Company payable with effect from April 1, 2024.

In accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding General Meetings/conducting Postal Ballot process through e-voting, the Postal Ballot Notice dated April 16, 2024, was dispatched on April 16, 2024, only by e-mail to all the Members, whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (RTA) / Depositories/ Depository Participants and whose names appeared in the Register of Members / Beneficial Owners as on the Cutoff Date, April 5, 2024.

In terms of Section 108, 110 and Rules made under the Companies Act, 2013, and Regulation 44 of the Listing Regulations, the Company provided electronic voting facility through National Securities Depository Limited. The remote e-voting commenced on Wednesday, April 17, 2024, at 10:00 A.M. (IST) and ended on Thursday, May 16, 2024, at 5:00 P.M. (IST).

The requisite details in respect of Directors appointed / re-appointed are provided herein below:

Sl.	Particulars	Mr. Anurag Singhi (DIN: 01807541)
1	Reason for change	Appointment.
2	Effective date & term of appointment	Effective date of appointment: 1 st April 2024 Term of appointment: 5 years, not liable to retire by rotation.
3	Brief profile in case of appointment	A Fellow Chartered Accountant, Mr. Anurag Singhi holds expertise in the field of Finance, Audit, Assurance, Merger and Acquisition, Business Strategy and has worked for some leading names in every industry conducting Due Diligence and Asset Valuation. He sits on the National Board of the firm Moore Singhi Advisors as the next gen Managing Partner and has been instrumental in the growth of the firm in the National and International markets and its foray into the areas Business Consulting and Global Shared Services. Armed with an MBA from ISB and IE Business School in Madrid, he steers the firm's innovation and growth strategy.
4	Disclosure of relationships between Directors	Mr. Anurag Singhi is not related to any Director and/or KMP of the Company.
Mr. Anurag Singhi is not debarred from holding the office of Director by virtue of any order of the Ministry of Corporate Affairs or the Securities and Exchange Board of India (SEBI) or any such other Authority.		

Sl.	Particulars	Mr. Arun Kumar Kothari (DIN: 00051900)
1	Reason for change	Re-appointment. Mr. A. K. Kothari was (re)appointed as Whole time Director designated as Executive Chairman of the Company for a period of three years from 1 st April 2021 to 31 st March 2024, approved by the shareholders of the Company in the 82 nd AGM held on 14 th September 2021. The tenure of appointment of Mr. Kothari is due for expiry at the close of 31 st March 2024. Accordingly, he has been reappointed with effect from 1 st April 2024.
2	Date of (re)appointment Term of (re)appointment	1 st April 2024. 5 (five) years w.e.f. 1 st April 2024.
3	Brief profile	Mr. Arun Kumar Kothari aged 70+ years is a Commerce Graduate and has vast business experience inter-alia spanning Pharmaceuticals, Chemicals, Tea, Textiles, Machine Tools. Under his

		able guidance and leadership, several initiatives and structural changes were taken by the Company to improve its performance and market standing in the highly competitive scenario. He has contributed immensely to the Company's path to success, growth, and achievements.
4	Disclosure of relationships between directors	Mr. A. K. Kothari is related to Mr. A. V. Kothari as father and to Mrs. P. D. Kothari as spouse. Both Mr. A. V. Kothari and Mrs. P D Kothari are Non-Executive Directors of the Company.
Mr. A. K. Kothari (DIN:00051900) is not debarred from holding the office of Director by virtue of any Order of the Ministry of Corporate Affairs or the Securities and Exchange Board of India (SEBI) or any such other Authority.		

The Company had appointed Mr. Raj Kumar Banthia, Practicing Company Secretary as the "Scrutinizer" for the above purpose.

We are enclosing the Scrutinizer's Report dated May 17, 2024, and Voting Results in terms of Regulation 44 of the Listing Regulations in this regard.

Please take the above on record.

Thanking you,

Yours faithfully,
 For **Albert David Limited**

Abhishek Seth
Company Secretary & Compliance Officer

Encl.: As above



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



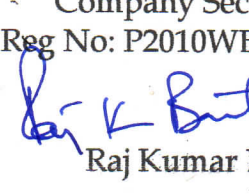


Voted in favour of the resolution	88	3,682,456	NA	NA	88	3,682,456	99.9892
Voted against the resolution	11	397	NA	NA	11	397	0.0108
Total	99	3,682,853	NA	NA	99	3,682,853	100

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

ALBERT DAVID LTD.

POSTAL ballot Voting Summary

Format for Voting Result

Cut Off Date for Evoting	05-04-2024
Voting start date	17-04-2024
Voting end date	16-05-2024
Total Number of Shareholders on Record Date	11677
No. of Shareholders voted through e-voting through postal ballot process	
Promoter & Promoter Group	8
Public	91
Total	99

1	Appointment of Mr. Anurag Singhi (DIN:01807541) as an Independent Director for 5 (five) years							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			No					
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	3545958	3545958	100.00000	3545958	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		3545958	100.00000	3545958	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	150075	126361	84.19857	126361	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		126361	84.19857	126361	0	100.00000	0.00000
Public-Non Institution holders	Remote Evoting	2011129	10534	0.52379	10162	372	96.46858	3.53142
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		10534	0.52379	10162	372	96.46858	3.53142
Total		5707162	3682853	64.53037	3682481	372	99.98990	0.01010

2	Reappointment 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 with effect from April 1, 2024.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Yes					

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	3545958	2848431	80.32895	2848431	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		2848431	80.32895	2848431	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	150075	126361	84.19857	126361	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		126361	84.19857	126361	0	100.00000	0.00000
Public-Non Institution holders	Remote Evoting	2011129	10534	0.52379	9787	747	92.90868	7.09132
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		10534	0.52379	9787	747	92.90868	7.09132
Total		5707162	2985326	52.30842	2984579	747	99.97498	0.02502

3	Approve the revision in remuneration of Mr. Umesh Manohar Kunte (DIN:03398438), Managing Director & CEO of the Company payable with effect from April 1, 2024							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	3545958	3545958	100.00000	3545958	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		3545958	100.00000	3545958	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	150075	126361	84.19857	126361	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		126361	84.19857	126361	0	100.00000	0.00000
Public-Non Institution holders	Remote Evoting	2011129	10534	0.52379	10137	397	96.23125	3.76875
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		10534	0.52379	10137	397	96.23125	3.76875
Total		5707162	3682853	64.53037	3682456	397	99.98922	0.01078