



## ANDREW YULE & COMPANY LIMITED

(A Government of India Enterprise)

CIN: L63090WB1919GOI003229

Registered Office: "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001

Tel.: (033) 2242-8210/8550; Fax: (033) 2242-9770

E-mail: com.sec@andrewyule.com; Website: www.andrewyule.com

### **Delegation of Power (DOP) of Committee of Functional Directors (COFD)**

- Subject to the provisions of the Companies Act, 2013 read with the rules framed thereunder, Memorandum and Articles of Association of the Company, guidelines framed by the Central Government, codes, rules, regulations and policies prescribed by the Board of Directors of the Company from time to time, subject to the budget provisions and in supersession of the earlier powers delegated by the Board of Directors of the Company, the Committee of Functional Directors (COFD) shall have full powers to deal with the items mentioned below up to the limits shown against each besides the powers as are exercisable by a lower authority except those exercisable by the Board of Directors of the Company.
- Decisions taken by COFD by exercising the following powers, should be placed in the meeting of the Board of Directors of the Company for information.

**Date of Board approval: 13.02.2024**

**Effective Date of implementation: 13.02.2024**

Sl. No.	Description	Delegated Power
1.	Power to decide availing of fund based and non fund based facilities on secured/unsecured against margin money basis by way of Consortium or Multiple banking arrangement including appointment of Lead Bank; finalization / inclusion/exclusion of other banks for availing of these facilities and inter se allocation among the banks.	The availing of fund-based and non-fund based facilities should not exceed the total borrowing limit of Rs 300 crore as granted by the shareholders of the Company.
2.	Power to avail borrowings from Government, Government bodies, Companies, Bodies Corporate, Financial Institutions, Mutual Funds, reputed Public/Private NBFCs, Public Sector Undertakings, Banks and their subsidiaries, Merchant Bankers, Venture Capitalists, Tea Brokers, Pvt. Buyers, Suppliers etc. by way of term loans, cash credit, advance, deposits, bill discounting, LC/BG facilities, Packing Credit in Foreign Currency (PCFC), Commercial Paper/ Other instruments etc or otherwise and whether unsecured or secured by way of mortgage, charge, lien, hypothecation or pledge of the Company's assets and properties whether movable or immovable, including stock of raw material, work-in-progress, finished goods and manufactured	The availing of borrowings should not exceed the total borrowing limit of Rs 300 crore as granted by the shareholders of the Company.

Sl. No.	Description	Delegated Power
	<p>goods, stores, components and spares or book debts, of such sums of money as they may deem requisite for the purpose of the business of the Company.</p> <p>Power to borrow from High Networth Individuals (HNI).</p>	Decision will be taken by COFD.
3.	<p>Authorize to review, negotiate, finalize inter se allocation among the Bank(s)/Financial Institutions/ NBFCs or as other authority mentioned in Point no.2 and accept the limits, terms and conditions of the fund based and non fund based facilities and to execute in favour of the Bank(s)/Financial Institutions/ NBFCs etc severally necessary documents required by the Bank(s)/Financial Institutions/ NBFCs etc. in the format to be mutually agreed upon by the Company and the Bank(s)/Financial Institutions/ NBFCs etc. and/or to extend/ modify/ amend the existing documents to cover the revised facilities by executing such documents as required by the Bank(s)/Financial Institutions/NBFCs etc. and as agreed to by the Company for the purpose of availing of the said facilities.</p>	Full Power
4.	<p>To authorize creation of securities including Equitable Mortgage on the immoveable properties and moveable fixed assets of the Company and to authorize execution of documents pertaining to term loan, bridge loan, working capital loan etc. for the purpose of the business of the Company within the overall limit sanctioned by the Board.</p>	Full Power upto the borrowing limit of Rs 300 crore as granted by the shareholders of the Company.
5.	<p>To authorize to create in favour of banks pari passu first charge by way of hypothecation of Current Assets as security for the said facilities and to authorize execution of documents required for creation/modification of charge for the sanctioned limits with the Registrar of Companies and to take further action incidental thereto.</p>	Full Power
6.	<p>To authorize opening and operation of bank accounts, demat and trading accounts of the Company, closing thereof and to give instructions relating to operations of such accounts whether the same be overdrawn or not in consultation with the transaction of the Company.</p>	Full Power
7.	<p>Formation of Consortium/Un-incorporated Joint Venture/ Strategic Tie-up with selective partner(s) with specific domain knowledge in case of new business areas/adopting BOOT (Build, Own, Operate, Transfer) Model/BOT (Build, Operate, Transfer)/ Swiss Challenge Method.</p>	Full Power
8.	<p>To approve transfer/transmission/ transposition/ consolidation/sub-division/ change of name/deletion of</p>	Full Power

Sl. No.	Description	Delegated Power
	name/ issue of duplicate certificate/renewal of existing certificate for all shares and debentures of the Company.	
9.	To confer signing powers and authorities on such officers and employees of AYCL for any Associates/Subsidiary Company of AYCL, as may be deemed/necessary.	Full Power
10.	To confer signing powers and authorities on such officers and employees of AYCL to sign and execute any undertaking, agreement, contract, etc. with any Govt. bodies, statutory bodies, public sector undertakings, banks, financial institutions, trusts, etc. or as the need be on case to case basis.	Full Power
11.	To authorize affixation of Company's Common Seal to any documents and to designate, wherever required, the person or persons in whose presence the Common Seal is to be affixed in accordance with the provisions of Articles of the Company.	Full Power
12.	To approve and authorize appointment or removal of nominee (s) and transfer of nominee holding of share held by the Company.	Full Power
13.	To accept appointment as Registrar and Share Transfer Agent of AYCL or any other body Corporate.	Full Power
14.	Sale of Scrap including Tea Waste, following Board approved policies.	Upto Rs. 5 crore per case
15.	Disposal of obsolete/unserviceable stores/non-moving items/non-useful WIP inventory/rejects, following Board approved policies.	Upto book value of Rs. 5 crore
16.	Stock Clearance/Distress Sale of defective stock, following Board approved policies.	Upto Rs. 1 crore of book value per item.
17.	Award of contract(s)/work(s) on nomination basis as per guidelines, Board approved policies or under specific situations.	Upto Rs. 50 lakh in each case.
18.	To meet any other exigency.	Full Power, except for the items statutorily required to be passed by the Board.

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