

## A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com ACSI (Lond)  
DIM DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



## A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

### **CONSOLIDATED SCRUTINIZER'S REPORT**

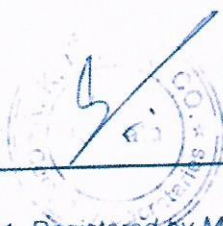
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman  
of the 69<sup>th</sup> Annual General Meeting of  
Andrew Yule & Company Limited  
"YULE HOUSE"  
8, Dr. Rajendra Prasad Sarani  
Kolkata - 700001**

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 69<sup>th</sup> Annual General Meeting of the members of "**Andrew Yule & Company Limited**" ("**Company**") held on Monday, 18<sup>th</sup> September, 2017 at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata-700001 at 11:00 A.M.. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 21<sup>st</sup> August, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 15<sup>th</sup> September, 2017 up to 5.00 P.M. IST on Sunday, the 17<sup>th</sup> September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 11<sup>th</sup> September, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 21<sup>st</sup> August, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Monday, the 18<sup>th</sup> September, 2017 around 12:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata – 700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 106931] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors, Auditors and Comments of the Comptroller & Auditor General of India (CAG) thereon*

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	34	436390121	
Voting by ballot	6	361	
<b>Total</b>	<b>40</b>	<b>436390482</b>	<b>99.99998%</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	68	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>68</b>	<b>0.00002%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	249



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## b) Resolution 2

*To declare dividend for the year ended 31st March, 2017*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	436390121	
Voting by ballot	6	361	
<b>Total</b>	<b>40</b>	<b>436390482</b>	<b>99.99998%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	68	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>68</b>	<b>0.00002%</b>

(iii) *Invalid Votes:*

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### c) Resolution 3

*To appoint a Director in place of Shri Bhaskar Jyoti Mahanta (DIN: 07487571), who retires by rotation at this Annual General Meeting under Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment*

(i) Voted in favour of the Resolution:

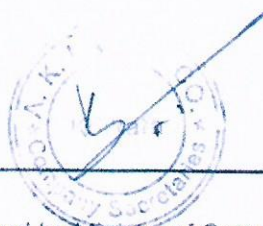
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	436387638	
Voting by ballot	6	361	
<b>Total</b>	<b>36</b>	<b>436387999</b>	<b>99.99942%</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	2551	
Voting by ballot	0	0	
<b>Total</b>	<b>7</b>	<b>2551</b>	<b>0.00058%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	249





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**d) Resolution 4 : Ordinary Resolution****Fixation of remuneration payable to Statutory Auditors of the Company**

(i) Voted *in favour* of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	32	436388121	
Voting by ballot	6	361	
<b>Total</b>	<b>38</b>	<b>436388482</b>	<b>99.99953%</b>

(ii) Voted *against* the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	2068	
Voting by ballot	0	0	
<b>Total</b>	<b>5</b>	<b>2068</b>	<b>0.00047%</b>

(iii) *Invalid* Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	249



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## <B> SPECIAL BUSINESS:

### e) Resolution 5 : Ordinary Resolution

*Ratification of remuneration payable to Cost Auditors for the year 2017-2018*

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	436386721	
Voting by ballot	6	361	
Total	36	436387082	99.99937%

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	2768	
Voting by ballot	0	0	
Total	6	2768	0.00063%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	249





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### f) Resolution 6 : Ordinary Resolution

**Appointment of Smt. Sipra Goon (DIN: 07743157) as a Part-time Non-official Independent Director of the Company**

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	28	436386238	
Voting by ballot	6	361	
<b>Total</b>	<b>34</b>	<b>436386599</b>	<b>99.99909%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	3951	
Voting by ballot	0	0	
<b>Total</b>	<b>9</b>	<b>3951</b>	<b>0.00091%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	249





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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 18.09.2017



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*Witness:*

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)  
17, Karbal Tank Lane,  
Kolkata – 700006

2. *Amrita Sampat*

(Amrita Sampat)  
59, Kalicharan Ghosh Road  
Kolkata – 700 050



Received the Report of the Scrutinizer  
For Andrew Yule & Company Limited

*[Signature]*  
Chairman

