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एण्ड्रू यूल एण्ड कम्पनी लिमिटेड (भारत सरकार का उद्यम)

ANDREW YULE & COMPANY LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

'YULE HOUSE', 8, DR. RAJENDRA PRASAD SARANI, KOLKATA-700 001 POST BOX : 150, TELEPHONE : 2242-8210, 2242-8550, FAX : 91-033-2242-9770 Website : www.andrewyule.com E-mail : com.sec@andrewyule.com CIN No. L63090WB1919GOI003229

Ref: AY/Sectl/AGM 19-20

26th November, 2020

অ্যান্ডু ইউল অ্যাণ্ড কোম্পানী লিমিটেড

(ভারত সরকারের একটি সংস্থা)

The General Manager Corporate Relationship Department, BSE Limited, 1st Floor, P. J. Towers, Dalal Street, <u>Mumbai – 400 001</u>

Dear Sir,

Sub.: Compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure <u>Requirements</u>) <u>Regulations, 2015, as amended</u>

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are also submitting herewith the Voting Results of the business transacted at the 72nd Annual General Meeting (AGM) of the Company held on Wednesday, 25th November, 2020 at 3.30 p.m. through Video Conferencing/Other Audio Visual Means, in prescribed format. – as **Annexure - I**.

We are also enclosing the Consolidated Report of the Scrutinizer on remote e-voting and e-voting during the 72nd AGM of the Company – as Annexure - II.

The voting results along with the Scrutinizer's Report are also being made available on the Company's website at www.andrewyule.com and on the website of National Securities Depository Ltd. www.evoting.nsdl.com.

We would request you to kindly take the same on your records.

Thanking you,

Yours faithfully, For Andrew Yule & Company Limited

(Sucharita Das)

Company Secretary

Encl.: As above



एण्ड्रू यूल एण्ड कम्पनी लिमिटेड (भारत सरकार का उद्यम)

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Annexure - I

Voting Results of 72nd Annual General Meeting of Andrew Yule & Company Limited

Date of the AGM	25 th November, 2020
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 18 th November, 2020)	28,842
No. of shareholders present in the meeting through Video Conferencing/Other Audio Visual Means: Promoters and Promoter Group : Public :	1 49

Agenda-wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including the Audited Consolidated 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.

	Resolution	required: (O	ordinary / Spe	Ordinary Resolution					
Ī	Whether pr	omoter/pron	noter group a	No					
	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
5			(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
	Promoter	E-Voting		436374630	100	436374630	0	100	0
	and	Poll	436374630	0	0	0	0	0	0
	Promoter Group	Postal Ballot		0	0	0	0	0	0

অ্যান্ড্রু ইউল অ্যাণ্ড কোম্পানী লিমিটেড (ভারত সরকারের একটি সংস্থা)

	Total	436374630	436374630	100	436374630	0	100	0
	E-Voting		0	0	0	0	0	0
Public- Institutions	Poll	23245143	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	23245143	0	0	0	0	0	0
	E-Voting		9826	0.0335	9719	107	98.9111	1.0889
Public-	Poll	29331205	0	0	0	0	0	0
Non Institutions	Postal Ballot		0	0	0	0	0	0
	Total	29331205	9826	0.0335	9719	107	98.9111	1.0889
То	otal	488950978	436384456	89.2491	436384349	107	100	0
		1		Wh	ether resolutior	is Pass or Not	Y	es

Item No. 2 - Appointment of a Director in place of Shri Rama Kant Singh (DIN: 08360278), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution	required: (C	Ordinary / Spe	ecial)			Ordinary Resolution			
Whether pr	omoter/pror	noter group a	are interested	in the agenda/	resolution?	No			
Category	Mode of voting	No. of shares held	No. of votes polled		No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
	E-Voting	436374630	436374630	100	436374630	0	100	0	
Promoter	Poll		0	0	0	0	0	0	
and Promoter Group	Postal Ballot		0	0	0	0	0	0	
	Total	436374630	436374630	100	436374630	0	100	0	
	E-Voting		0	0	0	0	0	0	
Dublic	Poll	23245143	0	0	0	0	0	0	
Public- Institutions	Postal Ballot	_ 20240140	0	0	0	0	0	0	
	Total	23245143	0	0	0	0	0	0	
Public-	E-Voting	00224205	9826	0.0335	9656	170	98.2699	1.7301	
Non	Poll	- 29331205	0	0	0	0	0	0	

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		Yes						
То	Total		436384456	89.2491	436384286	170	100	0
	Total	29331205	9826	0.0335	9656	170	98.2699	1.7301
Institutions	Postal Ballot		0	0	0	0	0	0

Item No. 3 - Fixation of remuneration payable to the Statutory Auditors of the Company for the financia	I
year 2020-21.	

Resolution	required: (C	Ordinary / Spe	ecial)			Ordinary Resolution			
Whether pr	romoter/pro	moter group a	are interested	in the agenda	resolution?	No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
	E-Voting		436374630	100	436374630	0	100	0	
Promoter	Poll	436374630	0	0	0	0	0	0	
and Promoter Group	Postal Ballot	400074000	0	0	0	0	0	0	
0.00F	Total	436374630	436374630	100	436374630	0	100	0	
	E-Voting	23245143	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot		0	0	0	0	0	0	
	Total	23245143	0	0	0	0	0	0	
	E-Voting		9826	0.0335	9345	481	95.1048	4.8952	
Public-	Poll	29331205	0	0	0	0	0	0	
Non Institutions	Postal Ballot		0	0	0	0	0	0	
	Total	29331205	9826	0.0335	9345	481	95.1048	4.8952	
To	tal	488950978	436384456	89.2491	436383975	481	99.9999	0.0001	
				Wh	ether resolution	n is Pass or Not	Y	es	

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SPECIAL BUSINESS

Item No. 4 - Ratification of the remuneration	payable to t	the Cost	Auditors	of the	Company	for the
financial year 2020-21.						

Resolution	n required: ((Ordinary / Sp	Ordinary Resolution						
Whether p	romoter/pro	moter group	are interested	in the agenda	resolution?	No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
	E-Voting	÷.	436374630	100	436374630	0	100	0	
Promoter and Promoter Group	Poll	436374630	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	436374630	436374630	100	436374630	0	100	0	
	E-Voting	23245143	0	0	0	0	0	0	
Public-	Poll		0	0	0	0	0	0	
Institutions	Postal Ballot		0	0	0	0	0	0	
	Total	23245143	0	0	0	0	0	0	
	E-Voting		9826	0.0335	9345	481	95.1048	4.8952	
Public-	Poll	29331205	0	0	0	0	0	0	
Non Institutions	Postal Ballot		0	0	0	0	0	0	
	Total	29331205	9826	0.0335	9345	481	95.1048	4.8952	
То	tal	488950978	436384456	89.2491	436383975	481	99.9999	0.0001	
				Wh	ether resolution	is Pass or Not	Ye	s	

Item No. 5 - According consent for	continuation of	appointment	of Shri	Vishwanath	Giriraj	(DIN:
01182899) as an Independent Director	of the Company.					

Resolution	required: (C	ordinary / Spe	Ordinary Resolution					
Whether pr	omoter/pror	noter group a	No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*

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				100			100	100
	E-Voting		436374630	100	436374630	0	100	0
Promoter and Promoter Group	Poll	436374630	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
10	Total	436374630	436374630	100	436374630	0	100	0
	E-Voting		0	0	0	0	0	0
Public-	Poll	23245143	0	0	0	0	0	0
Institutions	Postal Ballot		0	0	0	0	0	0
	Total	23245143	0	0	0	0	0	0
	E-Voting		9826	0.0335	7858	1968	79.9715	20.0285
Public-	Poll	29331205	0	0	0	0	0	0
Non Institutions	Postal Ballot		0	0	0	0	0	0
	Total	29331205	9826	0.0335	7858	1968	79.9715	20.0285
То	tal	488950978	436384456	89.2491	436382488	1968	99.9995	0.0005
				Wh	ether resolution	is Pass or Not	Y	es

Item No. 6 - According consent for continuation of appointment of Shri Anil Kumar Goyal (DIN: 07791721) as an Independent Director of the Company.

Resolution	required: (C	Ordinary / Spe	ecial)			Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
	E-Voting	436374630	436374630	100	436374630	0	100	0
Promoter	Poll		0	0	0	0	0	0
and Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	436374630	436374630	100	436374630	0	100	0
	E-Voting	23245143	0	0	0	0	0	0
Public- Institutions	Poll		0	0	0	0	0	0
moututions	Postal		0	0	0	0	0	0

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Whether resolution is Pass or Not						Ye	25	
Total 488950978		488950978	436384456	89.2491	436382488	1968	99.9995	0.0005
	Total	29331205	9826	0.0335	7858	1968	79.9715	20.0285
Inglibuliana	Postal Ballot		0	0	0	0	0	0
Public-	Poll 29331205	0	0	0	0	0	0	
	E-Voting		9826	0.0335	7858	1968	79.9715	20.0285
	Total	23245143	0	0	0	0	0	0
	Ballot							

Item No. 7 - According consent for continuation of appointment of Rear Admiral Anil Kumar Verma (DIN: 05177972) as an Independent Director of the Company.

Resolution	Resolution required: (Ordinary / Special)						ution		
Whether pr	Vhether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
	E-Voting		436374630	100	436374630	0	100	0	
Promoter and	Poll	436374630	0	0	0	0	0	0	
Promoter Group	Postal Ballot		0	0	0	0	0	0	
	Total	436374630	436374630	100	436374630	0	100	0	
	E-Voting	23245143	0	0	0	0	0	0	
Public-	Poll		0	0	0	0	0	0	
Institutions	Postal Ballot		0	0	0	0	0	0	
	Total	23245143	0	0	0	0	0	0	
	E-Voting		9826	0.0335	8319	1507	84.6631	15.3369	
Public-	Poll	29331205	0	0	0	0	0	0	
Non Institutions	Postal Ballot		0	0	0	0	0	0	
	Total	29331205	9826	0.0335	8319	1507	84.6631	15.3369	
То	tal	488950978	436384456	89.2491	436382949	1507	99.9997	0.0003	
				Wh	ether resolution	n is Pass or Not	Y	es	

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Annexure - 11



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

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 72nd Annual General Meeting of Andrew Yule & Company Limited "Yule House" 8, Dr. Rajendra Prasad Sarani Kolkata - 700 001

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 72nd Annual General Meeting ("AGM") of the members of "Andrew Yule & Company Limited" ("Company") held on Wednesday, the 25th day of November, 2020 at 03:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 21st day of October, 2020. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.









A. K. LABH & Co.

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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 Sunday, the 22nd day of November, 2020 up to 5.00 P.M. IST on Tuesday, the 24th day of November, 2020.
- The shareholders holding shares as on the "cut off" date, i.e. the 18th day of November, 2020 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated the 21st day of October, 2020 of the AGM of the Company.
- 3. The Company has also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same has not been cast by them through remote e-voting.
- 4. The votes were unblocked on Wednesday, the 25th day of November, 2020 around 5:30 p.m. after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 40, Weston Street, 3rd Floor, Kolkata 700013 and Ms. Nidhi Bansal, residing at 62, Vijay Kumar Mukherjee Road, Salkia, Howrah 711106, who are not in employment of the Company.
- 5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed; the votes were counted, and the results were prepared.
- 6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 114825] is as under:











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<a> <u>ORDINARY BUSINESS:</u>

a) <u>Resolution 1 : Ordinary Resolution</u>

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including the Audited Consolidated 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	41	436383977	
E-voting at AGM	8	372	
Total	49	436384349	99.99998%

(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	8	85	
E-voting at AGM	3	22	
Total	11	107	0.00002%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









A. K. LABH & Co. Company Secretaries

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b) <u>Resolution 2 : Ordinary Resolution</u>

To consider continuation of the appointment of Shri Rama Kant Singh (DIN: 08360278), Part-time Official Director (Govt. Nominee) as a Director liable to retire by rotation at this Annual General Meeting as per applicable provisions of the Companies Act, 2013 subject to the terms and conditions as determined by the Government of India vide their Order F.No. 10(11)2015-PE.I dated 6th May, 2020 and further order(s) in this regard, if any

(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	43	436383892	
E-voting at AGM	11	394	
Total	54	436384286	99.99996%

(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	170	
E-voting at AGM	0	0	
Total	6	170	0.00004%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









A. K. LABH & Co.

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c) <u>Resolution 3 : Ordinary Resolution</u>

To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2020-21 in compliance with the orders and directions of appointment by the Comptroller & Auditor General of India

(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	42	436383581	
E-voting at AGM	11	394	
Total	53	436383975	99.99989%

(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	481	15
E-voting at AGM	0	0	
Total	7	481	0.00011%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









A. K. LABH & Co. **Company Secretaries**

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 <u>SPECIAL BUSINESS</u>:

d) **Resolution 4 : Ordinary Resolution**

To ratify the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year ending on 31st March, 2021

(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	42	436383581	
E-voting at AGM	11	394	
Total	53	436383975	99.99989%

(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	481	
E-voting at AGM	0	0	
Total	7	481	0.00011%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









A. K. LABH & Co.

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e) <u>Resolution 5 : Ordinary Resolution</u>

To accord consent for continuation of appointment of Shri Vishwanath Giriraj (DIN:01182899) as a Part-time Non-Official Independent Director of the Company

(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	36	436382116	
E-voting at AGM	8	372	
Total	44	436382488	99.99955%

(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	13	1946	
E-voting at AGM	3	22	
Total	16	1968	0.00045%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0











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f) <u>Resolution 6 : Ordinary Resolution</u>

To accord consent for continuation of appointment of Shri Anil Kuma Goyal (DIN: 07791721) as a Part-time Non-Official Independent Director of the Company

(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	36	436382116	
E-voting at AGM	8	372	
Total	44	436382488	99.99955%

(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	13	1946	
E-voting at AGM	3	22	E.
Total	16	1968	0.00045%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0











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 <u>Website : www.aklabh.com</u>

g) <u>Resolution 7 : Ordinary Resolution</u>

To accord consent for continuation of appointment of Rear Admiral Anil Kumar Verma (DIN: 05177972) as a Part-time Non-Official Independent Director of the Company

(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	39	436382577	
E-voting at AGM	8	372	
Total	47	436382949	99.99965%

(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	10	1485	
E-voting at AGM	3	22	
Total	13	1507	0.00035%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









A. K. LABH & Co. Company Secretaries

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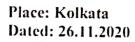
- 7. All the resolutions proposed hereinabove have been passed with requisite majority.
- 8. The electronic data and e-voting registers including other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in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

Thanking You,

Yours truly For A. K. LABH & Co. Company Secretaries

will

(CS A. K. LABH) *Practicing Company Secretary* FCS – 4848 / CP No. – 3238 UDIN : F004848B001311771







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A. K. LABH & Co. Company Secretaries

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Witness:

1. Junda.

(Narayan Chandra Saha) 40, Weston Street, 3rd Floor Kolkata - 700013



Nidhi Bansal 2.

(Nidhi Bansal) 62, Vijay Kumar Mukherjee Road Salkia, Howrah - 711106

<u>Received the Report of the Scrutinizer</u> For Andrew Yule & Company Limited

(Sucharita Das) Company Secretary FCS 5159



