

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.comWebsite : 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 1st Extra Ordinary 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 1st Extra Ordinary General Meeting of the members of "*Andrew Yule & Company Limited*" ("*Company*") held on Tuesday, 14th May, 2019 at "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700001 at 04:30 P.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 resolution 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 resolution contained in the Notice of the Extra Ordinary General Meeting dated 18th April, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, 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 Saturday, the 11th May, 2019 up to 5.00 P.M. IST on Monday, the 13th May, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 7th May, 2019 were entitled to vote on the proposed 1 (One) resolution as mentioned in the Notice dated 18th April, 2019 of the Extra Ordinary General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Extra Ordinary 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 Tuesday, the 14th May, 2019 around 07:00 P.M. after the completion of the Extra Ordinary General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, 3rd Floor, Howrah - 711106 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 : 110625] and votes casted through physical ballot papers distributed at the EGM venue are as under:



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SPECIAL BUSINESS:

Ordinary Resolution

Approval of the draft Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) and their respective shareholders which provides for fast track merger of Hooghly Printing Co. Ltd. (Transferor Company) with Andrew Yule & Co. Ltd. (Transferee Company) w.e.f. the Appointed Date which is same as the Effective Date pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

(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 | 15 | 447155255 | |
| Voting by ballot | 27 | 621 | |
| Total | 42 | 447155876 | 99.998% |

(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 | 5 | 8519 | |
| Voting by ballot | 1 | 5 | |
| Total | 6 | 8524 | 0.002% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 2009 |



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8. The resolution proposed hereinabove, has been passed with requisite majority.
9. 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 authorized 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: 15-05-2019



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Witness:

1. *Rachana Agarwal.*

(Rachana Agarwal)

162/2, Benaras Road, Salkia
Howrah 711106

2. *Ankita Singh*

(Ankita Singh)

76, Bhairav Dutta Lane,
3rd Floor, Howrah - 711106



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

(Sucharita Das)
Company Secretary

