



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
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CIN No. L63090WB1919GOI003229

অ্যান্ড্রু ইউল অ্যান্ড
কোম্পানী লিমিটেড
(ভারত সরকারের একটি সংস্থা)

Ref: AY/Sectl/7

23rd September, 2016

BSE Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir / Madam,

Sub.: Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceeding and details of Voting Results of 68th Annual General Meeting respectively

Pursuant to Regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the **Summary of the Proceedings** of the 68th Annual General Meeting (AGM) of the Company held on Friday, 23rd September, 2016 at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700001 – as **Annexure I.**

Further pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the **Voting Results** of the business transacted at the 68th AGM of the Company in prescribed format – as **Annexure II.**

Further pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, we are also enclosing the **Consolidated Report of the Scrutinizer** on remote e-voting and voting through ballot paper at the AGM – as **Annexure III.**

This is for your information and records.

Thanking you,

Yours faithfully,
For Andrew Yule & Company Limited

(Sucharita Das)
Company Secretary

Encl.: As above

Summary of Proceedings of the 68th Annual General Meeting

The 68th Annual general Meeting (AGM) of the members of Andrew Yule & Company Limited was convened at 11.00 a.m. on Friday, 23rd September, 2016 at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700001. The Meeting concluded at 12.15 p.m.

Shri Sunil Munshi, Chairman & Managing Director of the Company, chaired the meeting. The requisite quorum being present, the Chairman called the meeting in order. 750 members were present in person or through proxy at the meeting.

- ✓ All the Directors, except Shri Bhaskar Jyoti Mahanta and Ms. Sanyukta Samaddar, attended the meeting. The Chairman explained the unavoidable circumstances due to which Shri Bhaskar Jyoti Mahanta and Ms. Sanyukta Samaddar could not attend the AGM.
- ✓ With the consent of the Members, the Notice convening the 68th AGM was taken as read.
- ✓ The Chairman then gave his address to the shareholders, including on the business operations and financial performance of the Company. Thereafter, Smt. Sucharita Das, Company Secretary read the Auditor's Report and Secretarial Audit Report.
- ✓ The Chairman informed the Members that the Company had in compliance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided to the Members, the facility to exercise their vote through electronic means. The Chairman further informed that facility of voting by Ballot Paper was made available at the venue of the Meeting for the Members who had not exercised their vote earlier.
- ✓ The Chairman also informed that the Board had appointed Shri P. K. Sarawagi, Practicing Company Secretary, Proprietor of M/s. P. Sarawagi & Associates, Company Secretaries as the Scrutinizer to supervise the remote e - voting and ballot voting process at the AGM in a fair and transparent manner.
- ✓ The Chairman then requested the shareholders to ask questions and seek clarifications. The Chairman responded to the questions asked.
- ✓ The Chairman thanked the Members for attending and participating in the AGM and requested the Members who had not cast their votes under remote voting to do so at the AGM venue. The Chairman authorized the Scrutinizer to circulate the Ballot Paper to the Members and carry out the voting process.

The following items of business, as per Notice of the 68th AGM were transacted at the meeting:

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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.
2. Appointment of Ms. Sanyukta Samaddar who retires by rotation and offers herself for re-appointment.
3. Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2017.



Special Business:

4. Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2016-17.
5. Appointment of Shri Bhaskar Jyoti Mahanta as a Part-time Official Director, liable to retire by rotation, with effect from 21st March, 2016.
6. Appointment of Shri Sudhir Jhunjhunwala as a Part-time Non-Official Independent Director, not liable to retire by rotation, with effect from 4th July, 2016.
7. Appointment of Dr. Dhanpat Ram Agarwal as a Part-time Non-Official Independent Director, not liable to retire by rotation, with effect from 4th July, 2016.

The Consolidated Report of the Scrutinizer was received on 23rd September, 2016 and accordingly all the resolutions as set out in the notice were declared as passed.

The Chairman authorized the Company Secretary to declare the results of voting.

This is for your information and records.

Thanking you,

Yours faithfully,
For Andrew Yule & Company Limited



(Sucharita Das)
Company Secretary

Annexure II

Voting Results of 68th Annual General Meeting of Andrew Yule & Company Limited

Date of the AGM	23 rd September, 2016
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 16 th September, 2016)	28,378
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	1 749
No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public :	Not Applicable Not Applicable

Agenda-wise disclosure**ORDINARY BUSINESS**

Item No. 1 - Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	293524630	293524630	100.0000	293524630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.0000	293524630	-	100.0000	-
Public - Institutions	E-Voting	23490205	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29086143	15634	0.0538	13564	2070	86.7596	13.2404
	Poll *		2424	0.0083	2424	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		18058	0.0621	15988	2070	88.5369	-



Total		346100978	293542688	84.8142	293540618	2070	99.9993	0.0007
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Item No. 2 - Appointment of Ms. Sanyukta Samaddar who retires by rotation and offers herself for re-appointment.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	293524630	293524630	100.0000	293524630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.0000	293524630	-	100.0000	-
Public - Institutions	E-Voting	23490205	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29086143	12534	0.0431	9646	2888	76.9587	23.0413
	Poll *		2424	0.0083	2424	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14958	0.0514	12070	2888	80.6926	19.3074
Total		346100978	293539228	84.8132	293536700	2888	99.9990	0.0010

Item No. 3 - Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2017.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	293524630	293524630	100.0000	293524630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.0000	293524630	-	100.0000	-
Public - Institutions	E-Voting	23490205	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public -	E-Voting	29086143	12534	0.0431	9647	2887	76.9666	23.0334



Non Institutions	Poll *		2424	0.0083	2424	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14958	0.0514	12071	2887	80.6993	19.3007
Total		346100978	293539588	84.8133	293536701	2887	99.9990	0.0010

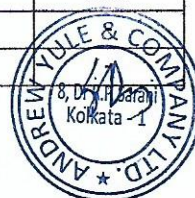
SPECIAL BUSINESS

Item No. 4 - Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2016-17.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	293524630	293524630	100.0000	293524630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.0000	293524630	-	100.0000	-
Public - Institutions	E-Voting	23490205	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29086143	12533	0.0431	9647	2886	76.9728	23.0272
	Poll *		2424	0.0083	2424	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14957	0.0514	12071	2886	80.7047	19.2953
Total		346100978	293539587	84.8133	293536701	2886	99.9990	0.0010

Item No. 5 - Appointment of Shri Bhaskar Jyoti Mahanta as a Part-time Official Director, liable to retire by rotation, with effect from 21st March, 2016.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	293524630	293524630	100.00	293524630	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.00	293524630	-	100.00	-
Public -	E-Voting	23490205	-	-	-	-	-	-



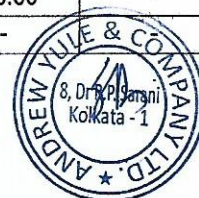
Institutions	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29086143	12434	0.0427	5821	6613	46.8152	53.1848
	Poll *		2424	0.0083	2424	-	100.00	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14858	0.0511	8245	6613	55.4920	44.5080
Total		346100978	293539488	84.8133	293532875	6613	99.9977	0.0023

Item No. 6 - Appointment of Shri Sudhir Jhunjunwala as a Part-time Non-Official Independent Director, not liable to retire by rotation, with effect from 4th July, 2016.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	293524630	293524630	100.00	293524630	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.00	293524630	-	100.00	-
Public - Institutions	E-Voting	23490205	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29086143	15634	0.0538	5921	9713	37.8726	62.1274
	Poll *		2424	0.0083	2424	-	100.00	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		18058	0.0621	8345	9713	46.2122	53.7878
Total		346100978	293542688	84.8142	293532975	9713	99.9967	0.0033

Item No. 7 - Appointment of Dr. Dhanpat Ram Agarwal as a Part-time Non-Official Independent Director, not liable to retire by rotation, with effect from 4th July, 2016.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						Not Applicable		
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 of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and	E-Voting	293524630	293524630	100.00	293524630	-	100.00	-
	Poll *		-	-	-	-	-	-



Promoter Group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		293524630	100.00	293524630	-	100.00	-
Public - Institutions	E-Voting	23490205	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29086143	15634	0.0538	6621	9013	42.3500	57.6500
	Poll *		2424	0.0083	2424	-	100.00	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		18058	0.0621	9045	9013	50.0886	49.9114
Total		346100978	293542688	84.8142	293533675	9013	99.9969	0.0031

* Voting through ballot paper at the AGM.



P. SARAWAGI & ASSOCIATES
COMPANY SECRETARIES

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 (M) 98311-96477
 e-mail : psarawagi@vsnl.com
 pawan@sarawagi.in
 website : www.sarawagi.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
 The Chairman
 68th Annual General Meeting of
Andrew Yule & Co. Ltd.

Dear Sir,

68th Annual General Meeting (AGM) of the Equity Shareholders of Andrew Yule & Co. Ltd. held on 23rd September, 2016 at 11:00 a.m.

I, CS P.K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting to be conducted through Ballot Paper (Poll) at the AGM venue, in a fair and transparent manner and ascertaining the result thereof, in respect of Resolutions transacted at the 68th Annual General Meeting of the Equity Shareholders of Andrew Yule & Co. Ltd., held on 23rd September, 2016 at 11:00 a.m., at Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6 Netaji Subhas Road, Kolkata-700 001.

Compliances with the provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means (remote e-voting) and voting by using ballot paper by the members of the Company on the Item Nos. 1 to 7 contained in the Notice dated 12th August, 2016 convening the AGM of the Company, are the responsibility of the management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and and by use of ballot paper at the meeting, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the Resolutions transacted at the AGM, based on reports generated from e-voting system provided by NSDL for remote e-voting and ballot paper submitted by the members in the ballot box at the AGM venue.



(2)

I submit my report as under :



1. The Company has appointed National Securities Depository Limited (NSDL) to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolutions to be transacted at the said AGM.
2. The Company has also provided the facility of voting through Ballot Paper at the venue of the AGM to Members attending the meeting but have not cast their vote by remote e-voting facility. One empty Ballot Box was locked and sealed by me in the presence of Members and Proxies at the AGM venue.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has clearly stated in the Notice of the AGM dated 12th August, 2016, that (a) the Company has provided the facility for voting by electronic voting system from a place other than the venue of the Meeting ("remote e-voting") and the business may be transacted through e-voting services provided by NSDL; (b) that the facility for voting through ballot paper shall be made available at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting; and (c) that the Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commenced on 20th September, 2016 at 9:00 a.m. and remained open till 5:00 p.m. on 22nd September, 2016.
5. The members holding shares as on the 'cut-off' date i.e. 16th September, 2016 were entitled to vote, through remote e-voting system as well as voting at the AGM through Ballot Paper, on the proposed Resolutions for Item Nos. 1 to 7 as set out in the Notice dated 12th August, 2016.
6. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended, was published in the "Business Standard" (in English language) and in "Dainik Statesman" (in Bengali language), both on 1st September, 2016.



(3)

7. The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Shri Sushil Kumar Sukhani (DP & Client ID No. IN302105-10559084) and (2) Shri Biswendra Narayan Kundu (Folio No. 0020276) both the Members of the Company, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
8. The votes cast by the Members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) Shri Akash Lahoti and (2) Miss Yogita Sharma, both working at M/s. P. Sarawagi & Associates, on 23rd September, 2016 at 12.46 p.m.; i.e., immediately after counting the votes cast through Ballot Paper at the AGM.
9. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of NSDL (www.evoting.nsdl.com), and the votes cast by the Members through Ballot Paper at AGM, the consolidated results of the remote e-voting and voting at AGM, on all items of the business transacted at the AGM held on 23rd September, 2016 are given in the **Annexure** enclosed herewith, forming part of this Report.
10. Seven ballot papers were treated as invalid.
11. All relevant documents, records and papers relating to remote e-voting as well as ballot shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 68th Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.

Yours faithfully,



(P.K. Sarawagi)
Company Secretary in Practice
Membership No. : FCS-3381
Certificate of Practice No. 4882

Counter signed by

For Andrew Yule & Co. Ltd.



(Sucharita Das)
Company Secretary
Membership No. FCS-5159



Kolkata, 23rd September, 2016

Annexure

Andrew Yule & Co. Ltd.

68th Annual General Meeting held on 23rd September, 2016 at 11:00 a.m.

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT PAPER

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		BALLOT PAPER		TOTAL		%age of total valid votes
			No. of members	No. of valid votes cast	No. of members	No. of valid votes cast	No. of members	No. of valid votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Adoption of Audited Financial Statements (both standalone & consolidated basis) and Auditors' Reports and Board's Report.	In favour	28	293,538,194	10	2,424	38	293,540,618	99.9993
		Against	6	2,070	-	-	6	2,070	0.0007
2	Re-appointment of Ms. Sanyukta Samaddar, Director retiring by rotation.	In favour	24	293,534,276	10	2,424	34	293,536,700	99.9990
		Against	9	2,888	-	-	9	2,888	0.0010
3	Fixation of remuneration of Auditors for the financial year 2016-17.	In favour	25	293,534,277	10	2,424	35	293,536,701	99.9990
		Against	8	2,887	-	-	8	2,887	0.0010
4	Ratification of remuneration paid to M/s. DGM & Associates, Cost Auditors, for the year 2016-17.	In favour	25	293,534,277	10	2,424	35	293,536,701	99.9990
		Against	7	2,886	-	-	7	2,886	0.0010
5	Appointment of Shri Bhaskar Jyoti Mahanta as a Part-time Official Director of the Company.	In favour	20	293,530,451	10	2,424	30	293,532,875	99.9977
		Against	12	6,613	-	-	12	6,613	0.0023
6	Appointment of Shri Sudhir Jhunjhunwala as a Part-time Non-Official Independent Director of the Company.	In favour	21	293,530,551	10	2,424	31	293,532,975	99.9967
		Against	13	9,713	-	-	13	9,713	0.0033
7	Appointment of Dr. Dhanpat Ram Agarwal as a Part-time Non-Official Independent Director of the Company.	In favour	22	293,531,251	10	2,424	32	293,533,675	99.9969
		Against	12	9,013	-	-	12	9,013	0.0031

Note: This is the Annexure referred to in Consolidated Scrutinizer's Report dated 23rd September, 2016 and forming part of that Report.

(P.K. Sarawagi)
Company Secretary in Practice
Membership No. : FCS-3381
Certificate of Practice No. 4882
Kolkata, 23rd September, 2016



Counter signed by
For Andrew Yule & Co. Ltd.



(Sucharita Das)
Company Secretary
Membership No. FCS-5159