

## **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  
68<sup>th</sup> Annual General Meeting of  
Andrew Yule & Co. Ltd.

Dear Sir,

**68<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Andrew Yule & Co. Ltd. held on 23<sup>rd</sup> 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 68<sup>th</sup> Annual General Meeting of the Equity Shareholders of Andrew Yule & Co. Ltd., held on 23<sup>rd</sup> 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 12<sup>th</sup> 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.



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 12<sup>th</sup> 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 20<sup>th</sup> September, 2016 at 9:00 a.m. and remained open till 5:00 p.m. on 22<sup>nd</sup> September, 2016.
5. The members holding shares as on the 'cut-off' date i.e. 16<sup>th</sup> 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 12<sup>th</sup> 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 1<sup>st</sup> 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 23<sup>rd</sup> 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](http://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 23<sup>rd</sup> 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 68<sup>th</sup> 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, 23<sup>rd</sup> 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 Jhunjunwala 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