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CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Debasis Jana	→ Chairman & Managing Director [from 17.08.2017] Director (Planning) [from 01.08.2015 to 16.08.2017]
Shri Sunil Munshi	→ Chairman & Managing Director (Addl. Charge) [from 01.04.2016 to 16.08.2017] Director (Personnel) [from 01.07.2012]
Shri R.C. Sen	→ Director (Finance) [from 19.03.2015]
Shri Bhaskar Jyoti Mahanta	→ Nominee Director, Govt. of India [from 21.03.2016]
Smt. Sanyukta Samaddar	→ Nominee Director, Govt. of India [from 27.05.2015]
Dr. Dhanpat Ram Agarwal	→ Independent Director [from 04.07.2016]
Shri Sudhir Jhunjhunwala	→ Independent Director [from 04.07.2016]
Smt. Sipra Goon	→ Independent Director [from 02.02.2017]

AUDIT COMMITTEE

Dr. Dhanpat Ram Agarwal, Chairman
Shri Sudhir Jhunjhunwala
Shri R.C. Sen
Smt. Sipra Goon

NOMINATION & REMUNERATION COMMITTEE

Shri Sudhir Jhunjhunwala, Chairman
Dr. Dhanpat Ram Agarwal
Smt. Sanyukta Samaddar
Smt. Sipra Goon

STAKEHOLDERS RELATIONSHIP COMMITTEE

Dr. Dhanpat Ram Agarwal, Chairman
Shri Sunil Munshi
Shri R.C. Sen
Smt. Sipra Goon

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Sudhir Jhunjhunwala, Chairman
Shri Debasis Jana
Shri Sunil Munshi
Shri R.C. Sen
Smt. Sipra Goon

RISK MANAGEMENT COMMITTEE

Shri Sunil Munshi, Chairman
Shri Debasis Jana
Shri R.C. Sen

COMMITTEE OF THE BOARD

Shri Sunil Munshi, Chairman
Shri Debasis Jana
Shri R.C. Sen

CHIEF FINANCIAL OFFICER

Shri R.C. Sen

COMPANY SECRETARY

Smt. Sucharita Das

STATUTORY AUDITOR

V. Singhi & Associates
Chartered Accountants,
4, Mangoe Lane, Surendra Mohan Ghosh Sarani,
Kolkata-700 001.

SECRETARIAL AUDITOR

Vinod Kothari & Company
Practising Company Secretaries,
1006-1009, Krishna Building,
224, A.J.C. Bose Road,
Kolkata-700 017.

COST AUDITOR

DGM & Associates
Cost Accountants,
64, B.B. Ganguli Street (2nd Floor),
Kolkata-700 012.

BANKERS

Allahabad Bank
Bank of Baroda
Union Bank of India
United Bank of India

REGISTERED OFFICE

"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata-700 001.
CIN – L63090WB1919GOI003229
Telephone Nos. (033) 2242 8210/8550
Fax : (033) 2242 9770
Website : www.andrewyule.com
E-mail ID : com.sec@andrewyule.com

NORTHERN REGIONAL OFFICE

404, Guru Angad Bhavan,
71, Nehru Place,
New Delhi-110 019.

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.
12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700 026.
Phone Nos. (033) 4072 4051/4052/4053
Fax: (033) 4072 4050
Email : mcssta@rediffmail.com



ANDREW YULE & COMPANY LIMITED

ANDREW YULE & COMPANY LIMITED

(A Government of India Enterprise)

CIN : L63090WB1919GOI003229

Registered Office: "YULE HOUSE", 8, Dr. Rajendra Prasad Sarani, Kolkata-700 001

Tel.: (033) 2242-8210/8550; Fax: (033) 2242-9770

E-mail: com.sec@andrewyule.com; Website: www.andrewyule.com

NOTICE TO MEMBERS

NOTICE is hereby given that the 69th Annual General Meeting of the members of Andrew Yule & Company Limited will be held at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700001 on Monday, the 18th day of September, 2017 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS :

- [01] 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.
- [02] To declare dividend for the year ended 31st March, 2017.
- [03] 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.
- [04] To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :
- "RESOLVED THAT** pursuant to the provisions of Section 142 of the Companies Act, 2013, Messrs U. S. Saha & Co. (CA0963), Chartered Accountants, the Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the Financial Year 2017-18 as per the provisions of Section 139(5) of the Companies Act, 2013, be paid a remuneration plus applicable tax, out of pocket expenses etc. as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification the following resolutions :

- [05] **As an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹1,45,000/- (Rupees one lakh forty-five thousand only) per annum plus out of pocket expenses at actuals and applicable taxes, if any, payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No: 000038) who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

- [06] **As an Ordinary Resolution :**

"RESOLVED THAT subject to the terms and conditions as determined by the Government of India, Smt. Sipra Goon (DIN: 07743157) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government

[Contd.]



of India vide order no.10(33)/2010-PE-I dated 2nd February, 2017 and subsequently pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Sipra Goon (DIN: 07743157) was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 2nd February, 2017 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, signifying his intention to propose Smt. Sipra Goon as a candidate for the office of the Director of the Company, be and is hereby appointed as a Part-time Non-Official Independent Director of the Company w.e.f. 2nd February 2017, whose term shall not be subject to retirement by rotation, to hold office for a period of 3 (three) consecutive years from the date of notification of appointment or until further order by the Government of India, whichever is earlier."

The Register of the Members and the Share Transfer Registers of the Company will remain closed from 12th September, 2017 (Tuesday) to 18th September, 2017 (Monday), both days inclusive.

Registered Office :
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date : 21st August, 2017

By Order of the Board
Sucharita Das
Company Secretary

NOTES :

- [01] An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting, is annexed to this Notice.
- [02] A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- [03] If the dividend as recommended by the Board of Directors is declared at the Meeting, the same will be paid within 30 days from the date of its declaration to those members whose names appear on the Company's Register of Members or who are notified as beneficiaries by the Depositories, viz., National Securities Depository Ltd. and Central Depository Services (India) Ltd. at the close of business on 11th September, 2017.
- [04] Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- [05] Messrs. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata – 700 026 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
- [06] Members are encouraged to claim payment of dividend through Electronic Clearing Service (ECS). Members holding shares in dematerialized form should approach the Depository Participant with whom they are maintaining account for change in address, bank mandate and nomination, if any. Other members who have not furnished the



details and/or whose details have since changed are requested to forward the following details to the Registrar or Registered Office of the Company latest by 18th September, 2017 under the signature of the named shareholder :

Folio No.	→	No. of shares
Bank Account No.	→	Nature of Bank Account
Bank name & address (with pin code)	→	Nine digit code no. of the Bank & Branch as appearing in the cheque book (with photocopy of a cheque)

- [07] Dividend for the financial year ended 31st March, 2015, which remained unpaid or unclaimed will be due to be transferred to the Investor Education and Protection Fund of the Central Government on 8th September, 2022. Shareholders who have not encashed the dividend warrants so far for the financial year ended 31st March, 2015 are requested to make their claim to the Registered Office of the Company. It may be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2016 (date of last Annual General Meeting) on the website of the Company (www.andrewyule.com), as also on the website of the Ministry of Corporate Affairs.

- [08] Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or to the Registrar of the Company, the details of such folios for consolidating their holding in one folio.
- [09] Members desirous of making a nomination in respect of their shareholding in physical form, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed form SH-13 and SH-14, as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, to the Share Department of the Company or to the office of the Registrar and Share Transfer Agent.
- [10] Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or to Company's Registrar and Share Transfer Agent.

In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

- [11] The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Department of the Company or to Company's Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
- [12] In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- [13] Electronic copy of the Notice of the 69th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is also being sent to all the members whose email IDs are registered with the Company/Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes. For Members who have not registered their email addresses, physical



copies of the Notice of the 69th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

- [14] Electronic copy of the Annual Report for Financial Year 2016-17 is being sent to all Members whose email IDs are registered with the Company/Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for Financial Year 2016-17 are being sent in the permitted mode.
- [15] Members may also note that the Notice of the 69th Annual General Meeting, Attendance Slip and Proxy Form will be available on the Company's website at www.andrewyule.com and also on the website of NSDL at <https://www.evoting.nsdl.com/> for their download. The Annual Report for Financial Year 2016-17 will be available on the Company's website www.andrewyule.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id : ay_share@rediffmail.com.
- [16] To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- [17] Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- [18] Kindly note that as per the notifications of SEBI, the Company's equity shares have been under compulsory demat trading mode for all the investors. You are, therefore, requested to demat your shareholding to avoid inconvenience in future.
- [19] The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- [20] Non-Resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, immediately of:
- [a] Change in their residential status on return to India for permanent settlement.
 - [b] Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- [21] In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 69th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under :

- [A] In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company) :
- [i] Open the e-mail and also open PDF file namely "AYCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user / login ID and password for e-voting. Please note that the password is an initial password.



- [ii] Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - [iii] Click on Shareholder - Login.
 - [iv] If you are already registered with NSDL for e-voting then you can use your existing user / login ID and password.
 - [v] If you are logging in for the first time, please enter the user / login ID and password provided in the PDF file attached.
 - [vi] The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - [vii] Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
 - [viii] Select "EVEN" (E-Voting Event Number) of Andrew Yule & Company Limited. Now you are ready for e-voting as Cast Vote page opens.
 - [ix] Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - [x] Upon confirmation, the message "Vote cast successfully" will be displayed.
 - [xi] Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - [xii] Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to aklabh@aklabh.com / aklabhcs@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - [xiii] In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting User Manual - Shareholder, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - [xiv] You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - [xv] Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 11th September, 2017 may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.

However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
- [B] In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company) :
- [i] Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user / login ID and password.
 - [ii] Please follow all steps from Sl. No. (i) to Sl. No. (xv) above, to cast vote.
- [C] Other Instructions :
- [i] The remote e-voting period commences on Friday, 15th September, 2017 (9.00 a.m.) and ends on Sunday, 17th September, 2017 (5.00 p.m.). During this period, members of the Company holding shares, as on 11th September, 2017, may cast their vote electronically. The remote e-voting module



shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.

- [ii] The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th September, 2017.
 - [iii] Shri Atul Kumar Labh, Practising Company Secretary (Membership No.FCS4848), Proprietor of M/s. A. K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 - [iv] Facility for voting through polling paper shall be made available at the 69th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
 - [v] The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - [vi] Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - [vii] Members of the company holding shares as on 11th September, 2017 may opt for remote e-voting or voting at the AGM through polling paper.
 - [viii] The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.andrewyule.com and on the Website of NSDL www.evoting.nsdl.com immediately on declaration of result by the Chairman and communicated to BSE Limited (BSE), where the shares of the Company are listed.
- [22] All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09.30 am to 6.00 pm) on all working days up to and including the date of Annual General Meeting of the Company.
- [23] The Route Map showing directions to reach the venue of the 69th AGM is annexed hereto.
- [24] Members are requested to –
- Note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - Bring copies of Notice, Annual Report and Attendance Slip duly completed and signed at the meeting.
 - Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue.
 - Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
 - Quote the Folio/Client ID & DP ID Nos. in all correspondence.
 - Note that no gifts will be distributed at the Annual General Meeting.

Registered Office:
"Yule House"
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date : 21st August, 2017

By Order of the Board
Sucharita Das
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

- Item No. 5** The Company is required under Section 148 of the Companies Act, 2013 (Act) read with the Companies (Cost Records and Audit) Amendment Rules, 2016 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs. DGM & Associates, Cost Accountants to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Amendment Rules, 2016 for the financial year ending on 31st March, 2018, at a remuneration of Rs.1,45,000/- (Rupees one lakh forty-five thousand only) per annum plus out of pocket expenses at actuals and applicable taxes, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board of Directors of your company considers that the proposed Ordinary Resolution is in the interest of the Company and recommends the same for your approval.

- Item No. 6** Smt. Sipra Goon (DIN: 07743157) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Government of India vide order no. 10(33)/2010-PE-I dated 2nd February, 2017, issued by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises and was accordingly appointed as an Additional Director of the Company w.e.f. 2nd February, 2017 in terms of the provisions of Section 161 of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act 2013 signifying his intention to propose Smt. Sipra Goon as a candidate for the office of the Director of the Company to hold office for 3 (three) consecutive years.

The brief profile of Smt. Goon is included in the Notice. Based on her wider knowledge, the Board considers her appointment to be in the interest of the Company and recommends the resolution considered in Item No.6 of the accompanying notice for approval of the members as an Ordinary Resolution.

Smt. Goon has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs, except Smt. Sipra Goon are in any way, concerned or interested, financial or otherwise, in the said resolution.

Registered Office :
"Yule House"
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date: 21st August, 2017

By Order of the Board
Sucharita Das
Company Secretary



Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided as under :

Name of Director	Shri Bhaskar Jyoti Mahanta	Smt. Sipra Goon
Date of Birth	24.01.1963	01.01.1970
Date of Appointment	21.03.2016	02.02.2017
Expertise	Expertise in Administration	Expertise in Administration
Qualification	IPS Officer (1988 batch), M.A. (Social Work) from Delhi University	B.A., Dip. In Journalism
Shareholding in the Company	NIL	NIL
List of other Listed entities in which Directorship held	Tide Water Oil Co. (I) Ltd. (TWOL) Bharat Heavy Electricals Ltd. (BHEL)	NIL
Chairman / Member of the Committees of the Board across all other Listed entities in which he/she is a Director	Member - Audit Committee (BHEL); Member - Stakeholders Relationship Committee (BHEL); Member - Nomination and Remuneration Committee (BHEL)	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	Member - Audit Committee; Stakeholders Relationship Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committee
Disclosure of relationships between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se

