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

অ্যান্ড্রু ইউল অ্যাণ্ড
কোম্পানী লিমিটেড
(ভারত সরকারের একটি সংস্থা)

Ref.: AYCL/Sectl/AGM 25-26 2nd September, 2026

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

Dear Sir/Madam,

Sub.: Notice of 78th AGM of the Company

Pursuant to the provisions of Regulation 30 read with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are enclosing herewith the Notice of the 78th Annual General Meeting of the Company to be held on Thursday, 24th September, 2026 at 11.30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The same has already been sent to the members of the Company at their registered e-mail addresses.

This is for your information and records.

Thanking you,

Yours faithfully,
For Andrew Yule & Co. Ltd.
Sucharita Das
Digitally signed by Sucharita Das
Date: 2026.09.02 16:48:35 +05'30'
(Sucharita Das)
Company Secretary

Encl.: As above

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 78th Annual General Meeting of the members of Andrew Yule & Company Limited will be held on Thursday, 24th September, 2026 at 11.30 a.m. to transact the following business through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs, Government of India:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements of the Company**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors,Auditors and comments of the Comptroller & Auditor General of India thereon, be and are hereby received, considered and adopted."

2. **Continuation of the appointment of Shri Vijay Mittal (DIN: 09548096), Part-time Official Director (Govt. Nominee) as a Director liable to retire by rotation**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** approval of the members be and is hereby accorded for continuation of the appointment of Shri Vijay Mittal (DIN: 09548096), 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. 10-10/9/2018-PE.I dated 28th March, 2022 and further order(s) in this regard, if any."

3. **Fixation of remuneration of the Statutory Auditors of the Company**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors of the Company for the financial year 2026-27 in compliance with the orders and directions of appointment made by the Comptroller and Auditor General of India."

SPECIAL BUSINESS:

4. **Continuation of the appointment of Shri Sharad Kumar (DIN: 11372625), as Director (Planning)**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** approval of the members be and is hereby accorded for continuation of the appointment of Shri Sharad Kumar (DIN: 11372625), as Director (Planning) of the Company as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide Order No. 10-10/1/2024/PE.I dated 31st October, 2025 issued by the Ministry of Heavy Industries, Govt. of India, with effect from 17th November, 2025 and until further orders, in this regard, if any.

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

5. **Continuation of the appointment of Shri Kulbhushan Malhotra (DIN: 11507259), as a Part-time Official Director (Govt. Nominee)**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT approval of the members be and is hereby accorded for continuation of the appointment of Shri Kulbhushan Malhotra (DIN: 11507259), as Part-time Official Director (Govt. Nominee) on the Board of Directors of the Company as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide Order F. No. 10-10(9)/2018-PE.I dated 13th January, 2026 issued by the Ministry of Heavy Industries, Govt. of India, with effect from 27th January, 2026 and until further orders, in this regard, if any.

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

6. **Continuation of the appointment of Shri Singhai Sanjay Jain (DIN: 03071091),as a Non-Official Independent Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** approval of the members be and is hereby accorded for continuation of the appointment of Shri Singhai Sanjay Jain (DIN: 03071091),as a Non-Official Independent Directoron the Board of Directors of the Company as per Section 149 read with Schedule IV of the Companies Act,2013 and Regulations 17 and 25 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, subject to terms and conditions as determined by the Government of India vide Order F.No.10(33)/2010-PE.I dated 17th August, 2026 issued by the Ministry of Heavy Industries, Government of India, for a period of 3 (three) years, or until further orders whichever is earlier, in this regard, if any.

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

7. **Ratification of the remuneration of the Cost Auditor of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Record and Audit) Rules, 2014 (including any statutory modification(s) therein or re-enactment thereof, for the time being in force), the remuneration payable to M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No: 000041) appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, for the financial year 2026-27 at a remuneration of Rs.75,000/- (Rupees seventy five thousand only) plus applicable taxes, if any, be and is hereby ratified.

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

8. **Removal of Shri Ananta Mohan Singh (DIN: 03594804) as Director**

To consider the following Resolution as proposed by one of the shareholders of the Company vide Special Notice under Section 169 read with Section 115 of the Companies Act, 2013 as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 115 and 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Ananta Mohan Singh (DIN:03594804) who is currently serving as Chairman and Managing Director of the Company, be and is hereby removed from the office of Director with effect from the date of this meeting, and that the resulting casual vacancy be filled in accordance with the Article of Association of the Company and applicable law;

"RESOLVED FURTHER THAT any ofthe Directors or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary to give effect to this resolution, including filing requisite forms with the Registrar of Companies and intimating the Ministry of Heavy Industries, Government of India."

By Order of the Board
For Andrew Yule & Co. Ltd.
Sd/-
Sucharita Das
Company Secretary
Membership No. FCS5159

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date: 24th August, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business to be transacted at the AGM, is annexed hereto.
2. In conformity with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), from time to time, the 78th AGM of the Company will be held through Video Conferencing/Other Audio-Visual Means (VC/OAVM). The recorded transcript of the AGM will be hosted on the website of the Company.The deemed venue for the AGM shall be the Registered Office of the Company i.e. Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata-700001.
3. In terms of the MCA Circulars read with the SEBI Circulars, physical attendance of the members at the AGM has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, (a) proxy form, (b) attendance slip and (c) route map are not annexed to this notice. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Register of the Members and the Share Transfer Registers of the Company will remain closed from 18th September, 2026 (Friday) to 24th September, 2026 (Thursday), both days inclusive.
5. Corporate members intending to send their authorized representatives to attend the AGM through VC/OAVM and vote through e-voting are requested to send a certified copy of the Board resolution authorizing their representatives to attend and to vote through e-voting, by email through its registered email address to com.sec@andrewyule.com.
6. The authorised representative of the President of India may appoint another person as their representative to attend the AGM through VC/OAVM and vote through e-voting.
7. The members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
9. M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata - 700045 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
10. In conformity with the regulatory requirements, the Notice of this AGM and the Annual Report 2025-26 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may also note that the said Notice and Annual Report for FY 2025-26 will also be available on the Company's website www.andrewyule.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing e-voting facility) https://www.evoting.nsdl.com.
11. Pursuant to Section 139(5) read with Section 142(1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India and their remuneration is fixed by the Company in the Annual General Meeting. The shareholders may authorize the Board to fix up an appropriate remuneration for Auditors for the financial year 2026-27 as may be deemed fit by the Board.
12. 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.
13. 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 office of the RTA.
14. 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(s) [DP] with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically

reflected in the Company's records which will help the Company and the Company's RTA, 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 RTA.

15. 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.

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. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

18. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 as amended, has mandated registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature) and Choice of Nomination, by holders of physical securities. Further, Members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024.

    Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA. ISR Forms are available on Company website, www.andrewyule.com.

19. Pursuant to the provisions of section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, unclaimed dividends and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Government of India.

20. Unclaimed dividends for the financial year ended 31st March, 2023 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 6th October, 2030, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

    The members are requested to take note that unclaimed dividends be claimed at the earliest for the financial year ended 31st March, 2023 to avoid transfer of the shares to the IEPF Account. It may be noted that once the unclaimed dividend and the shares are transferred to the Central Government, as above, no claim shall lie in respect thereof. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2026 on the website of the Company (www.andrewyule.com) and also on the website of the Ministry of Corporate Affairs.

21. Additional information pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice.

22. In terms of SEBI (LODR) Regulations, 2015, as amended, transfer of securities of listed companies would be carried out in dematerialized form only, so the members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, MCS Share Transfer Agent Ltd. (MCS), for assistance in this regard.

23. **Special window for re-lodgement of transfer requests of physical shares:** Pursuant to SEBI Circular dated July 2, 2025, the Company had opened a special window for Members holding shares in physical mode for re-lodgement of physical share transfer requests that were lodged before April 1, 2019 and rejected/ returned/ not processed due to deficiency in the documents/ processes/ or otherwise. The re-lodgement window started for a period of 6 months from July 7, 2025 to January 6, 2026. In terms of SEBI Circular dated January 30, 2026 another special window has been opened for a period of 1 year from February 5, 2026 until February 4, 2027. Members may note that securities transferred under the special window shall be mandatorily credited in demat mode and shall be under lock-in for a period of one year from the date of transfer. Such securities shall not be transferred/ lien-marked / pledged during the said lock-in period. Eligible Members are required to re-lodge all the requisite documents with the Company's RTA.

24. **Doing away with the requirement of issuance of Letter of Confirmation:** In order to simplify the process for credit of securities pursuant to investor service requests by reducing the timelines, risk of loss and pilferage, SEBI vide its Circular dated January 30, 2026 has decided to do away with the requirement of issuance of Letter of Confirmation ("LOC") with effect from April 02, 2026. The Depositories have developed processes and systems to enable RTAs and listed companies to credit the securities directly to the demat account of the Member after necessary due diligence. Any LOC issued before April 02, 2026, may be submitted by the Member to the Depository Participant ("DP") for dematerialisation within the specified timeline i.e. 120 days from the date of issuance of LOC. The format of the relevant documents and operational guidelines in this regard are available on the website of the Company (www.andrewyule.com)

25. **Choice of nomination**: In terms of the SEBI Master Circular dated February 06, 2026, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective DP, if shares are held in dematerialised form. Further, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts). If a Member holding shares in physical form desires to opt-out or cancel the earlier nomination and record a fresh nomination, may be submitted the same in the prescribed form. The prescribed forms to be used for nomination in respect of physical shares are available on the website of the Company (www.andrewyule.com)

26. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, and the relevant documents referred to in the notice will be available electronically for inspection by the members during the AGM.

27. All documents referred to in the notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an e mail to com.sec@andrewyule.com.

28. Non-resident Indian members are requested to inform Company's RTA, 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.

29. In compliance with the 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 (LODR) Regulations, 2015, as amended, Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India and the MCA Circulars read with SEBI Circulars, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 78th 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 will be provided by National Securities Depository Limited (NSDL).

    The instructions for remote e-voting are as under:

    The remote e-voting period commences on Monday, 21st September, 2026 (9.00 a.m.) and ends on Wednesday, 23rd September, 2026 (5.00 p.m.).The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, 17th September, 2026.

    The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

    Step 1: Access to NSDL e-voting system

    A) Login method for e-voting for individual shareholders holding securities in demat mode:

    In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi /Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN no. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP to the registered mobile number and email id as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.

B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by folio number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

   c) How to retrieve your ‘initial password’?

   (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

   (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

<u>Step 2: Cast your vote electronically on NSDL e-voting system:</u>

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

i. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to tchatterjeeassociates@gmail.com, with a copy marked to evoting@nsdl.com. They can also upload their board resolution/power of attorney/authority letter etc. by clicking on ”Upload Board Resolution/ Authority Letter” displayed under ”e-voting” tab in their login.

ii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 17th September, 2026, may obtain the login ID and password by sending a request to evoting@nsdl.com or to the Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th September, 2026 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-voting system” (Above).

iii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

iv. In case of any query/grievance with respect to remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available under the 'Downloads' section of NSDL's e-voting website www.evoting.nsdl.com or may contact Mr. Pritam Dutta, Senior Manager, NSDL at 022-4886 7000 or at e-mail IDs: pritamd@nsdl.com / evoting@nsdl.com

v. M/s. T. Chatterjee & Associates (FRN No. - P2007WB067100), Company Secretaries, has been appointed as the scrutinizer to scrutinize the voting at the 78th AGM and remote e-voting process in a fair and transparent manner.

vi. Facility for e-voting shall also be made available at the 78th AGM 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.

vii. 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 2 (two) working 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.

viii. Members who have cast their vote by remote e-voting prior to the meeting may also attend/participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.

ix. Members of the Company holding shares as on 17th September, 2026, may opt for remote e-voting or voting at the 78th AGM.

x. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to com.sec@andrewyule.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to com.sec@andrewyule.com.

3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.

4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

5. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions as a speaker at the meeting may pre-register themselves by sending a request and may also send their questions in advance from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number, to com.sec@andrewyule.com within 17th September, 2026 (5:00 p.m. IST). The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Mr. Pritam Dutta, Senior Manager, NSDL at pritamd@nsdl.com / evoting@nsdl.com or call 022 - 4886 7000.

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date: 24th August, 2026

By Order of the Board
For Andrew Yule & Co. Ltd.
Sd/-
Sucharita Das
Company Secretary
Membership No. FCS5159

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

Item No. 4

The Government of India, vide Order F. No. 10-10/1/2024/PE.I dated 31st October, 2025, issued by the Ministry of Heavy Industries, has appointed Shri Sharad Kumar (DIN: 11372625) as Director (Planning) of the Company with effect from the assumption of his charge of the post or until further orders, whichever is earlier. Accordingly, Shri Kumar has been inducted on the Board of Directors of the Company as an Additional Director under Section 161 of the Companies Act, 2013, w.e.f 17th November, 2025, on obtaining his Director Identification Number (DIN) of the said date.

Shri Kumar is a techno-managerial professional with nearly 30 years of experience across the software, construction, explosives, mining, and cement industries. He has extensive expertise in mine planning, development, operations, mineral concession management, statutory compliance, and environmental and forest clearances, having worked in iron ore, coal, and limestone mining across multiple states in India.

He holds an M.Tech in Opencast Mining from Indian Institute of Technology (Indian School of Mines) Dhanbad, a First-Class Mines Manager Certificate (FCMMC) from Directorate General of Mines Safety, a PG-DAC from Centre for Development of Advanced Computing, and a B.Sc. (Engineering) in Mining from Birsa Institute of Technology Sindri. He is currently pursuing an MBA in Business Management from School of Open Learning, University of Delhi.

Appointment of Shri Kumar is for a period of 5 (five) years from the date of assumption of his charge or until further orders, whichever is earlier, in the pay scale of Rs.1,60,000-2,90,000 (IDA) on terms and conditions approved by the Government of India. Shri Kumar does not hold any shares in AYCL and he does not have any relationship with other Directors, the Manager, or Key Managerial Personnel of the Company. Since his appointment was effective from 17th November, 2025, he attended 2 (two) Board meetings during FY 2025-26.

In terms of the applicable statutory provisions, he holds office till the ensuing AGM and is eligible for appointment. The Company has received a valid notice under Section 160 of the Companies Act, 2013 proposing his candidature. The Board considers his appointment in the interest of the Company and recommends the resolution set out in Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

Except Shri Kumar, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5

The Government of India, vide Order F. No. 10-10(9)/2018-PE. I dated 13th January, 2026, issued by the Ministry of Heavy Industries, has appointed Shri Kulbhushan Malhotra (DIN: 11507259) as a Part-time Official Director (Government Nominee) on the Board of the Company with effect from 13th January, 2026 and until further orders. Accordingly, Shri Malhotra has been inducted on the Board of Directors of the Company as an Additional Director under Section 161 of the Companies Act, 2013, w.e.f 27th January, 2026, on obtaining his Director Identification Number (DIN) of the said date.

Shri Malhotra holds an M.A. in Public Administration from Indira Gandhi National Open University (IGNOU) and a Bachelor of Administration from University of Delhi.

He has over 34 years of rich and diverse experience in Government service, encompassing policy formulation, implementation, operations, human resource management, and financial administration, among other areas.

As a Government nominee, he does not draw remuneration from the Company, holds no shares in the Company, and has no relationship with other Directors, the Manager, or Key Managerial Personnel of the Company. Since his appointment was effective from 27th January, 2026, he attended 2 (two) Board meetings during FY 2025-26.

In terms of the applicable statutory provisions, he holds office till the ensuing AGM and is eligible for appointment. The Company has received a valid notice under Section 160 of the Companies Act, 2013 proposing his candidature. The Board considers his appointment in the interest of the Company and recommends the resolution set out in Item No. 5 of the Notice for approval of the members as an Ordinary Resolution.

Except Shri Malhotra, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Government of India, vide Order F No.10(33)/2010-PE.I dated 17th August, 2026, issued by the Ministry of Heavy Industries, has appointed Shri Singhai Sanjay Jain (DIN: 03071091) as a Non-Official Independent Director on the Board of the Company for a period of three years or until further orders, whichever is earlier. Accordingly, Shri Jain has been inducted on the Board of Directors of the Company as an Additional Director under Section 161 of the Companies Act, 2013, w.e.f. 17th August, 2026.

Shri Jain is a practicing Chartered Accountant with more than three decades of professional experience and holds additional qualifications in Law and Mass Communication. He has expertise in the fields of Finance, Law and Mass Communication.

As an Independent Director, Shri Jain is entitled to sitting fees for attending meetings of the Board and its Committees. He does not hold any shares in the Company and has no relationship with other Directors, the Manager, or Key Managerial Personnel of the Company. Since his appointment was effective from 17th August, 2026, he did not attend any Board Meeting during FY 2025-26.

In terms of the applicable statutory provisions, Shri Jain holds office till the ensuing AGM and is eligible for appointment. A valid notice under Section 160 of the Companies Act, 2013 has been received proposing his candidature. Shri Jain has also submitted a declaration confirming that he meets the independence criteria prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015. The Board is satisfied that he fulfils the conditions for appointment as an Independent Director and is independent of the Management.

The Board considers his appointment to be in the best interest of the Company and recommends the resolution set out in Item No. 6 of the Notice for approval of members as a Special Resolution.

Except Shri Jain, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

The Board of Directors of the Company at their 278th meeting held on 12th August, 2026 has approved the re-appointment of M/s Bandyopadhyaya Bhaumik & Co., Cost Accountants(Firm's Registration No. 000041) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rs.75,000/- (Rupees seventy-five thousand only) plus applicable taxes.

In terms of the provisions of section 148 of the Act read with the Companies (Cost Record and Audit) Rules, 2014, the remuneration payable to the cost auditors is required to be ratified by the members of the Company.

Accordingly, the Board recommends the resolution set out in Item No. 7 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, financially or otherwise, concerned or interested in this resolution.

Item No. 8

The Company has received a Special Notice dated 22nd June, 2026 from Amrex Marketing Private Limited, a Member of the Company, pursuant to Section 115 of the Companies Act, 2013 (the "Act"), proposing an Ordinary Resolution under Section 169 of the Act for the removal of Shri Ananta Mohan Singh (DIN: 03594804) from the office of Director of the Company.

Shri Ananta Mohan Singh was appointed as Chairman & Managing Director of the Company by the President of India, Ministry of Heavy Industries, Government of India, vide Office Order No. F.No.10(2)/2022-CPSE.I/PE.I dated 10th October, 2023, for a period of five years from the date of assumption of charge of the post, or until further orders, whichever is earlier. His appointment and continuance in office are subject to the terms and conditions stipulated in the said Presidential Order of Appointment and the applicable laws, rules, regulations and administrative directions governing such appointment.

The Members are further informed that, in terms of Article 115(1)(a), 115(1)(f) and 115(1)(g) of the Articles of Association of the Company ("Articles"), the appointment and removal of the Chairman-cum-Managing Director and other Whole-time Directors are subject to the powers and authority of the President of India.

The relevant provisions of Article 115 of the Articles are reproduced below for the information of the Members:

"115(1)(a) The part-time Chairman, Chairman-cum-Managing Director, Managing Director and any whole time Director shall be appointed by the President."

"115(1)(f) The President may from time to time or at any time remove the part-time Chairman, Chairman-cum Managing Director, Managing Director and any Wholetime Director from office in his absolute discretion."

“115(1)(g) The President shall have the right to fill in any vacancy in the offices of the part-time Chairman, Chairman-cum-Managing Director, Managing Director and any Wholetime Director caused by removal, resignation, death or otherwise.”

In accordance with the provisions of Section 169 of the Act, the Company has forwarded a copy of the aforesaid Special Notice to Shri Ananta Mohan Singh and has afforded him a reasonable opportunity of making a representation against the proposed resolution. The representation received from Shri Ananta Mohan Singh has been circulated/attached with the Notice of the Annual General Meeting in accordance with the applicable provisions of the Act.

The proposed resolution has been included in the Notice convening the Annual General Meeting consequent upon receipt of the Special Notice from the Member and in compliance with the applicable provisions of the Act. The inclusion of the said resolution in the Notice shall not, in itself, be construed as an expression of opinion, recommendation, endorsement or approval by the Board of Directors of the Company regarding the merits of the proposal or the validity, enforceability or legal effect of the proposed resolution. The Copy of the Special Notice containing the proposed resolution and the explanatory statement as received by the Company, is posted on the website of the Company and any member, if interested, may inspect the same. The Board does not recommend or offer any comment on the same.

The Special Notice received from Amrex Marketing Private Limited, together with the proposed resolution and the explanatory material accompanying the same, has been placed on the website of the Company for the information of the Members. Any Member desirous of inspecting the same may do so in accordance with the applicable provisions and procedures of the Company.

The Board of Directors has not expressed any opinion or recommendation, either in favour of or against, the proposed resolution.

The Members are specifically requested to take note that the appointment of Shri Ananta Mohan Singh as Chairman & Managing Director of the Company is governed, inter alia, by:

1. the applicable provisions of the Companies Act, 2013 and the rules made thereunder;
2. the Articles of Association of the Company, including Article 115;
3. the Presidential Order of Appointment dated 10th October, 2023; and
4. such other applicable governmental orders, directions, approvals, administrative instructions and legal requirements as may be applicable from time to time.

Accordingly, without expressing any opinion on the validity, maintainability or legal effect of the proposed resolution, the Members may note that the consequences, if any, of the resolution being passed shall be subject to the provisions of the aforesaid governing instruments and to such orders, approvals, directions, confirmations or other actions as may be required from or issued by the President of India, the Government of India, the Ministry of Heavy Industries, or any other competent authority, as applicable.

Nothing contained in this Explanatory Statement shall be construed as determining, prejudging or expressing any view on the legal effect of the proposed resolution, including its effect, if any, on the office of Chairman & Managing Director held by Shri Ananta Mohan Singh pursuant to the Presidential Order of Appointment.

The Company has included the proposed resolution in the Notice of the Annual General Meeting set out in Item No. 8 of the accompanying Notice to comply with the statutory requirements arising from the Special Notice received under Section 115 read with Section 169 of the Act. The Company and the Board shall act in accordance with the applicable provisions of law, the Articles of Association, the Presidential Order of Appointment and the directions/orders of the competent authorities, as may be applicable.

Except Shri Ananta Mohan Singh, to whom the proposed resolution relates, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, save and except to the extent of any interest arising solely by reason of his/her office or position, if any.

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date: 24th August, 2026

By Order of the Board
For Andrew Yule & Co. Ltd.
Sd/-
Sucharita Das
Company Secretary
Membership No. FCS5159

REPRESENTATION

I, **Ananta Mohan Singh**, Chairman & Managing Director of **Andrew Yule & Company Limited**, do hereby solemnly declare and state as follows:

1. That I am presently occupying a residential flat situated at **Minto Park Syndicate**, which is possessed by Andrew Yule & Company Limited and Andrew Yule & Company Limited one of the member of the syndicate.
2. That the said flat is a company-owned accommodation and has been allotted to me solely in my official capacity as the Chairman of Andrew Yule & Company Limited.
3. That, in accordance with the terms and conditions of my appointment issued by Ministry of Heavy Industries, the Company is responsible for providing me with residential accommodation during my tenure as Chairman.
4. That the accommodation has been allotted to me only for the duration of my tenure as Chairman, and my right to occupy the flat shall automatically cease upon the expiry of my tenure, unless otherwise decided by the Company.
5. That the Company recovers the applicable rent and other charges from me in accordance with the Company's rules and policies.
6. That I do not have, nor shall I claim, any personal ownership, proprietary right, tenancy right, or any other personal benefit or interest in respect of the said flat. My occupation of the premises is purely by virtue of my official position as Chairman of Andrew Yule & Company Limited.
7. That this declaration is made voluntarily and in good faith for whatever lawful purpose it may be required.
8. That I further declare that my occupation of the said premises is solely in my official capacity as Chairman & Managing Director of the Company and that I shall not assert any personal or independent right, title or interest therein arising merely from such official occupation.

I hereby affirm that the statements made hereinabove are true and correct to the best of my knowledge and belief and that nothing material has been concealed therefrom.

Place: Kolkata
Date: 24.08.2026

For Andrew Yule & Company Limited
Sd/-
Ananta Mohan Singh
Chairman & Managing Director

Details of Directors seeking appointment/re-appointment at the 78th Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, as amended and Secretarial Standards - II on General Meetings:

Name of Director	Shri Vijay Mittal	Shri Sharad Kumar	Shri Kulbhushan Malhotra	Shri Singhai Sanjay Jain
Brief Profile	Shri Mittal has done B. Tech in Electrical Engineering from College of Technology Pant Nagar, Uttarakhand and Post Graduate Diploma in Energy and Sustainable Development (PGDESD). He also holds Masters Diploma in Public Administration (MDPA) from IIPA, New Delhi. He belongs to Indian Ordnance Factory Service (IOFS:1991) and prior to joining Ministry of Heavy Industries, he was posted as Deputy Director General in Directorate of Ordnance, Department of Defence Production, Ministry of Defence (MoD), New Delhi.	Shri Kumar is a techno-managerial professional with nearly 30 years of experience across the software, construction, explosives, mining, and cement industries. He has extensive expertise in mine planning, development, operations, mineral concession management, statutory compliance, and environmental and forest clearances, having worked in iron ore, coal, and limestone mining across multiple states in India. He holds an M.Tech in Opencast Mining from Indian Institute of Technology (Indian School of Mines) Dhanbad, a First-Class Mines Manager Certificate (FCMMC) from Directorate General of Mines Safety, a PG-DAC from Centre for Development of Advanced Computing, and a B.Sc. (Engineering) in Mining from Birsa Institute of Technology Sindri. He is currently pursuing an MBA in Business Management from School of Open Learning, University of Delhi.	Shri Malhotra holds an M.A. in Public Administration from Indira Gandhi National Open University (IGNOU) and a Bachelor of Administration from University of Delhi. He has over 34 years of rich and diverse experience in Government service, encompassing policy formulation, implementation, operations, human resource management, and financial administration, among other areas.	Shri Jain is a practicing Chartered Accountant with more than three decades of professional experience and holds additional qualifications in Law and Mass Communication. He has expertise in the fields of Finance, Law and Mass Communication.
Date of Birth (Age in years)	2nd August, 1967 (59 years)	23rd January, 1972 (54 years)	24th December, 1969 (57 years)	28th February, 1964 (62 years)
Director Identification Number (DIN)	09548096	11372625	11507259	03071091
Date of Appointment	28th March, 2022	17th November, 2025	27th January, 2026	17th August, 2026
Terms and conditions of appointment and re-appointment including remuneration	As stipulated by the Govt. of India from time to time.			

Qualification	B. Tech (Electrical), Post Graduate Diploma in Energy and Sustainable Development (PGDESD), Masters Diploma in Public Administration (MDPA) from IIPA, New Delhi	M.Tech in Opencast Mining from IIT (ISM) Dhanbad, a First-Class Mines Manager Certificate (FCMMC) issued by DGMS, a C-DAC (PG-DAC) in Advanced Computing from YCPAIT, Mumbai, B.Sc. (Engineering) in Mining from BIT Sindri.	M.A. in Public Administration from Indira Gandhi National Open University (IGNOU), Bachelor of Administration from University of Delhi.	Shri Jain holds diverse academic and professional qualifications, including a B.Sc. in Biology from APS University (1982), LL.B. in Laws from APS University (1986), FCA in Commerce from ICAI (1990), and M.J. in Mass Communication from MLC University (2008).
Expertise in specific functional area	Rural development, Sanitation, Production and indigeni-zation of critical defence stores in various units and acquisition of new weapon systems with transfer of technology and management functions.	Mine planning, development, operations, mineral concession management, statutory compliance, and environmental and forest clearances	Policy formulation, implementation, operations, human resource manage- ment, and financial administration	Research, professional accountancy, cooperative sector, public service, taxation, insurance, railways, and industry associations. He has held various leadership and advisory positions, including Chairman of the Centre for Research in Integral Humanism, Member of ICAI committees, President of Rotary Satna Club, Chairman of ICAI Satna Branch, and advisory roles with LIC, Customs & Central Excise, and Central Railways. He has also served as Treasurer of Vindhya Chamber of Commerce & Industries.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Shareholding in the Company (either personally or on beneficial basis)	NIL	NIL	NIL	NIL

List of other listed entities in which Directorship held	Bharat Heavy Electricals Ltd.	NIL	Veedol Corporation Ltd.	NIL
List of listed entities from which resigned in the past three years	Veedol Corporation Ltd.	NIL	NIL	NIL
Chairman/Member of the Committees of the Board across all other Listed entities in which he/she is a Director	NIL	NIL	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	Member: • Audit Committee • Risk Management Committee • Committee of Functional Directors	Member: • Nomination and Remuneration Committee	Chairman: • Audit Committee • Nomination and Remuneration Committee
Disclosure of relation-ships between Directors inter-se and other Key Managerial Personnel	No relationship shared between Directors inter-se. No relationship shared with any Key Managerial Personnel of the Company.			