



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 : 033-2242-8210, 033-2242-8550, FAX : 91-033-2242-9770
Website : www.andrewyule.com E-mail : com.sec@andrewyule.com
CIN No. L63090WB1919GOI003229

অ্যান্ড্রু ইউল অ্যান্ড
কোম্পানী লিমিটেড
(ভারত সরকারের একটি সংস্থা)

Annexure - I

Summary of Proceedings of the 70th Annual General Meeting

The 70th Annual General Meeting (AGM) of the members of Andrew Yule & Company Limited was convened at 11.00 a.m. on Wednesday, 26th September, 2018 at the Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700001.

Shri Debasis Jana, Chairman & Managing Director of the Company, chaired the meeting. The requisite quorum being present, the Chairman called the meeting in order.

Total 40 (forty) members were present in person or through proxy at the meeting.

- ✓ All the Directors, except Shri Pravin L. Agrawal, Shri Arvind Kumar and Shri Sudhir Jhunjhunwala, attended the meeting. The Chairman explained the unavoidable circumstances due to which Shri Pravin L. Agrawal, Shri Arvind Kumar and Shri Sudhir Jhunjhunwala could not attend the AGM.
- ✓ With the consent of the Members, the Notice convening the 70th AGM was taken as read.
- ✓ The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2018 and its future outlook. Thereafter, Smt. Sucharita Das, Company Secretary read the Auditor's Report and Secretarial Audit Report.
- ✓ The Chairman informed the Members that the Company, in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided to the Members, the remote e-voting facility to exercise their vote through electronic means in respect of the business to be transacted at the Annual General Meeting. The remote e-voting commenced at 9 a.m. on 23rd September, 2018 and ended at 5.00 p.m. on 25th September, 2018. The Chairman further informed that the Company has arranged for voting by Poll Papers for the Members who had not exercised their vote earlier, at the AGM venue on all the resolutions to be passed at the Meeting.
- ✓ The Chairman also informed the Members that the Board had appointed Shri Atul Kumar Labh, Practising Company Secretary, Proprietor of M/s. A. K. Labh & Co., Company Secretaries as the Scrutinizer to supervise the remote e - voting and ballot voting process at the AGM in a fair and transparent manner.
- ✓ Thereafter, the Chairman read out the objective and implication of the resolutions proposed to be passed at the Meeting.

- ✓ The Chairman then requested the shareholders to ask questions and seek clarifications. On the invitation of the Chairman, several members addressed the Meeting, gave their suggestions and raised queries on the Company's business, which were replied to by the Chairman & Managing Director of the Company.
- ✓ The Chairman thanked the Members for attending and participating in the AGM and announced commencement of voting at the AGM venue and authorized the Scrutinizer to circulate the Poll Papers to the Members and carry out the voting process. The Chairman authorized the Company Secretary to declare the results of voting and announced that the combined result of remote e-voting and voting at the AGM venue will be put on the Company's website 27th September, 2018. Subsequently, all eligible members proceeded to cast their votes at the AGM venue. The voting process concluded at 11.50 a.m.

The following items of business, as per Notice of the 70th AGM were transacted at the meeting:

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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 (C&AG), thereon (Ordinary Resolution).
2. Declaration of Dividend for the year ended 31st March, 2018 (Ordinary Resolution).
3. Appointment of Shri Arvind Kumar who retires by rotation and offers himself for re-appointment (Ordinary Resolution).
4. Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2019 (Ordinary Resolution).

Special Business:

5. Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2018-19 (Ordinary Resolution).

This is for your information and records.

Thanking you,

Yours faithfully,

For Andrew Yule & Company Limited



(Sucharita Das)

Company Secretary



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Annexure - II

Voting Results of 70th Annual General Meeting of Andrew Yule & Company Limited

Date of the AGM	26 th September, 2018
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 19 th September, 2018)	29,791
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	1 39
No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public :	NIL NIL

Agenda-wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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 (C&AG), thereon.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	-
	Poll *		-	-	-	-	-	-

Promoter Group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		436374630	100.0000	436374630	-	100.0000	-
Public - Institutions	E-Voting	23247706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29328642	10368	0.0354	10348	20	99.8071	0.1929
	Poll *		687	0.0023	687	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11055	0.0377	11035	20	99.8191	0.1809
Total		488950978	436385685	89.2494	436385665	20	100.0000	0.0000

Item No. 2 – Declaration of Dividend for the year ended 31st March, 2018.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		436374630	100.0000	436374630	-	100.0000	-
Public - Institutions	E-Voting	23247706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29328642	10368	0.0354	10348	20	99.8071	0.1929
	Poll *		687	0.0023	687	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11055	0.0377	11035	20	99.8191	0.1809
Total		488950978	436385685	89.2494	436385665	20	100.0000	0.0000

Item No. 3 - Appointment of Shri Arvind Kumar (DIN: 06956955) who retires by rotation and offers himself for re-appointment.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	-

and Promoter Group	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		436374630	100.0000	436374630	-	100.0000	-
Public - Institutions	E-Voting	23247706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29328642	10368	0.0354	10348	20	99.8071	0.1929
	Poll *		687	0.0023	687	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11055	0.0377	11035	20	99.8191	0.1809
Total		488950978	436385685	89.2494	436385665	20	100.0000	0.0000

Item No. 4 - Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2019.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		436374630	100.0000	436374630	-	100.0000	-
Public - Institutions	E-Voting	23247706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29328642	10368	0.0354	10348	20	99.8071	0.1929
	Poll *		687	0.0023	687	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11055	0.0377	11035	20	99.8191	0.1809
Total		488950978	436385685	89.2494	436385665	20	100.0000	0.0000

SPECIAL BUSINESS

Item No. 5 - Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2018-19.

Resolution required :						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda /resolution :						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of votes	% of Votes against on votes

	g					t	polled	polled
		(1)	(2)	(3) = m p p p p p p p p [(2)/(1)]*10 0	(4)	(5)	(6) = [(4)/(2)]*10 0	(7) = [(5)/(2)]*10 0
Promoter and Promoter Group	E- Voting	43637463 0	43637463 0	100.0000	43637463 0	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		43637463 0	100.0000	43637463 0	-	100.0000	-
Public - Institution s	E- Voting	23247706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institution s	E- Voting	29328642	10368	0.0354	10348	20	99.8071	0.1929
	Poll *		687	0.0023	687	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		11055	0.0377	11035	20	99.8191	0.1809
Total		48895097 8	43638568 5	89.2494	43638566 5	20	100.0000	0.0000

* Voting through Poll Papers at the AGM.

All the Resolutions for consideration at the 70th AGM, as set out in the Notice dated 13th August, 2018, have been passed by the Members by the requisite majority through remote e-voting and voting at the AGM venue.