



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

আব্দ্র ইউল অ্যান্ড
কোম্পানী লিমিটেড
(ভারত সরকারের একটি সংস্থা)

Ref: AY/Sectl/AGM 20-21

1st October, 2021

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

Dear Sir,

Sub.: Compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Voting Results of the business transacted at the 73rd Annual General Meeting (AGM) of the Company held on Thursday, 30th September, 2021 at 3.30 p.m. through Video Conferencing/Other Audio Visual Means, in prescribed format. – as **Annexure - I**.

We are also enclosing the Consolidated Report of the Scrutinizer on remote e-voting and e-voting during the 73rd AGM of the Company – as **Annexure - II**.

The voting results along with the Scrutinizer's Report are also being made available on the Company's website at www.andrewyule.com and on the website of National Securities Depository Ltd. www.evoting.nsdl.com.

We would request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For Andrew Yule & Company Limited


(Sucharita Das)
Company Secretary

Encl.: As above



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Annexure - I

Voting Results of 73rd Annual General Meeting of Andrew Yule & Company Limited

Date of the AGM	30 th September, 2021
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 23 rd September, 2021)	40,930
No. of shareholders present in the meeting through Video Conferencing/Other Audio Visual Means: Promoters and Promoter Group: Public:	1 42

Agenda-wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 including the Audited Consolidated Financial Statements for the year ended on that date together with the Reports of the Board of Directors, Auditors and Comments of the Comptroller & Auditor General of India (CAG), thereon.

Resolution required: (Ordinary / Special)						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 on 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	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0

	Total	436374630	436374630	100.0000	436374630	0	100.0000	0.0000
Public-Institutions	E-Voting	10785143	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	10785143	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	41791205	251534	0.6019	244787	6747	97.3177	2.6823
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	41791205	251534	0.6019	244787	6747	97.3177	2.6823
Total		488950978	436626164	89.2986	436619417	6747	99.9985	0.0015
Whether resolution is Pass or Not							Yes	

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	915

Item No. 2 - Re-appointment of Shri Jeetendra Singh (DIN: 09207792), Director retiring by rotation.

Resolution required: (Ordinary / Special)						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 on 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	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	436374630	436374630	100.0000	436374630	0	100.0000	0.0000
Public-Institutions	E-Voting	10785143	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal		0	0.0000	0	0	0	0

	Ballot							
	Total	10785143	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	41791205	251534	0.6019	233837	17697	92.9644	7.0356
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	41791205	251534	0.6019	233837	17697	92.9644	7.0356
Total		488950978	436626164	89.2986	436608467	17697	99.9959	0.0041
Whether resolution is Pass or Not							Yes	

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	915

Item No. 3 - Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2022.

Resolution required: (Ordinary / Special)						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 on 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	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	436374630	436374630	100.0000	436374630	0	100.0000	0.0000
Public-Institutions	E-Voting	10785143	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	10785143	0	0.0000	0	0	0.0000	0.0000
Public-	E-Voting	41791205	251509	0.6018	244162	7347	97.0788	2.9212

Non Institutions	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	41791205	251509	0.6018	244162	7347	97.0788	2.9212
Total		488950978	436626139	89.2986	436618792	7347	99.9983	0.0017
Whether resolution is Pass or Not							Yes	

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	915

SPECIAL BUSINESS

Item No. 4 - Ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2021-22.

Resolution required: (Ordinary / Special)						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 on 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	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	436374630	436374630	100.0000	436374630	0	100.0000	0.0000
Public-Institutions	E-Voting	10785143	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	10785143	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	41791205	251534	0.6019	242787	8747	96.5225	3.4775
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0

	Total	41791205	251534	0.6019	242787	8747	96.5225	3.4775
Total		488950978	436626164	89.2986	436617417	8747	99.9980	0.0020
Whether resolution is Pass or Not							Yes	

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	915

***All the resolutions mentioned hereinabove have been passed with requisite majority.**

For Andrew Yule & Company Limited



(Sucharita Das)
Company Secretary

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 73rd Annual General Meeting of
Andrew Yule & Company Limited
"Yule House"
8, Dr. Rajendra Prasad Sarani
Kolkata - 700 001**

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 73rd Annual General Meeting ("AGM") of the members of "**Andrew Yule & Company Limited**" ("**Company**") held on Thursday, the 30th day of September, 2021 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular No. 02/2021 dated 13th January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 13th day of August, 2021. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



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I submit my report as under :

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 27th day of September, 2021 up to 5:00 P.M. IST on Wednesday, the 29th day of September, 2021.
2. The shareholders holding shares as on the "cut off" date, i.e. the 23rd day of September, 2021 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 13th day of August, 2021.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Thursday, the 30th day of September, 2021 around 04:55 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 116884] are as under:



A. K. LABH

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<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 including the Audited Consolidated 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

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	123	436619291	
E-voting at AGM	3	126	
Total	126	436619417	99.9985%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	6747	
E-voting at AGM	0	0	
Total	15	6747	0.0015%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	915



**b) Resolution 2 : Ordinary Resolution**

To consider continuation of the appointment of Shri Jeetendra Singh (DIN: 09207792), 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 16th June, 2021 and further order(s) in this regard, if any

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	117	436608341	
E-voting at AGM	3	126	
Total	120	436608467	99.9959%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	21	17697	
E-voting at AGM	0	0	
Total	21	17697	0.0041%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared Invalid</i>	<i>Total number of votes cast by them</i>
1	915



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c) Resolution 3 : Ordinary Resolution

To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2021-22 in compliance with the orders and directions of appointment by the Comptroller & Auditor General of India

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	120	436618666	
E-voting at AGM	3	126	
Total	123	436618792	99.9983%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	17	7347	
E-voting at AGM	0	0	
Total	17	7347	0.0017%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	915



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 SPECIAL BUSINESS:

d) Resolution 4 : Ordinary Resolution

To ratify the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year ending on 31st March, 2022

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	121	436617291	
E-voting at AGM	3	126	
Total	124	436617417	99.9980%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	8747	
E-voting at AGM	0	0	
Total	17	8747	0.0020%

(iii) Invalid Votes:

Total number of members whose votes were declared Invalid	Total number of votes cast by them
1	915



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS – 4848 / CP No. – 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848C001060386



Place : Kolkata
Dated : 01-10-2021



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
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Witness:

1. 

(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102



2. 

(Amushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060

Received the Report of the Scrutinizer
For Andrew Yule & Company Limited



(Sucharita Das)
Company Secretary
FCS 5159

