



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 1st Extraordinary General Meeting

The 1st Extraordinary General Meeting (EGM) of the members of Andrew Yule & Company Limited was convened at 4.30 p.m. on Tuesday, 14th May, 2019 at the Registered Office of the Company at Yule House, 8, Dr. Rajendra Prasad Sarani, 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 159 (one hundred fifty nine) members were present in person or through proxy at the meeting.

- ✓ All the Directors, except Shri Amit Varadan, Shri Arvind Kumar, Dr. Dhanpat Ram Agarwal, Shri Sudhir Jhunjunwala and Smt. Sipra Goon, attended the meeting. The Chairman explained the unavoidable circumstances due to which Shri Amit Varadan, Shri Arvind Kumar, Dr. Dhanpat Ram Agarwal, Shri Sudhir Jhunjunwala and Smt. Sipra Goon could not attend the EGM.
- ✓ With the consent of the Members, the Notice convening the 1st EGM was taken as read.
- ✓ The Chairman gave an overview about the Resolution proposed to be passed at the meeting.
- ✓ 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 EGM. The remote e-voting commenced at 9 a.m. on 11th May, 2019 and ended at 5.00 p.m. on 13th May, 2019. 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 EGM venue on the resolution to be passed at the Meeting.
- ✓ The Chairman also informed the Members that Shri Atul Kumar Labh, Practising Company Secretary, Proprietor of M/s. A. K. Labh & Co., Company Secretaries had been appointed as the Scrutinizer to supervise the remote e - voting and ballot voting process at the EGM in a fair and transparent manner.
- ✓ Thereafter, the Chairman read out the objective and implication of the resolution 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, a few members addressed the Meeting and raised queries relating to the resolution proposed to be passed, which were replied to by the Chairman & Managing Director of the Company.
- ✓ The Chairman thanked the Members for attending and participating in the EGM and announced commencement of voting at the EGM 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 EGM venue will be put on the Company's website 15th May, 2019. Subsequently, all eligible members proceeded to cast their votes at the EGM venue. The voting process concluded at 5.15 p.m.

The following item of business, as per Notice of the 1st EGM was transacted at the meeting:

Special Business:

1. Approval of the draft Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) and their respective shareholders which provides for fast track merger of Hooghly Printing Co. Ltd. (Transferor Company) with Andrew Yule & Co. Ltd. (Transferee Company) w.e.f. the Appointed Date which is same as the Effective Date as per the draft Scheme of Arrangement pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

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 1st Extraordinary General Meeting of Andrew Yule & Company Limited

Date of the EGM	14 th May, 2019
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 7 th May, 2019)	29,780
No. of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group :	NIL
Public :	159
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group :	NIL
Public :	NIL

Agenda-wise disclosure

SPECIAL BUSINESS

Item No. 1 - Approval of the draft Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) and their respective shareholders which provides for fast track merger of Hooghly Printing Co. Ltd. (Transferor Company) with Andrew Yule & Co. Ltd. (Transferee Company) w.e.f. the Appointed Date which is same as the Effective Date as per the draft Scheme of Arrangement pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

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	436374630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		436374630	100	436374630		100.0000	-
Public - Institutions	E-Voting	23245206	10765076	46.31	10765076	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10765076	46.31	10765076	-	100.0000	-
Public - Non Institutions	E-Voting	29331142	24068	0.0821	15549	8519	64.6045	39.3956
	Poll *		626	0.0023	621	5	99.2013	0.7987
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		24694	0.0844	16170	8524	65.4815	34.5185
Total		488950978	447164400	91.4538	447155876	8524	99.9981	0.0019

* Voting through Poll Papers at the EGM.

The Resolution for consideration at the 1st EGM, as set out in the Notice dated 18th April, 2019, has been passed by the Members by the requisite majority through remote e-voting and voting at the EGM venue.

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