



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

### Voting Results of 71<sup>st</sup> Annual General Meeting of Andrew Yule & Company Limited

Date of the AGM	18 <sup>th</sup> September, 2019
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 11 <sup>th</sup> September, 2019)	29,345
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	1 67
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 31<sup>st</sup> March, 2019 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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	-
	Poll *	-	-	-	-	-	-	-



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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	23245206	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29331142	96540	0.3291	96417	123	99.8726	0.1274
	Poll *		107	3.6480	96	11	89.7196	10.2804
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		96647	0.3295	96513	134	99.8614	0.1386
<b>Total</b>		<b>488950978</b>	<b>436471277</b>	<b>89.2669</b>	<b>436471143</b>	<b>134</b>	<b>99.9999</b>	<b>0.0001</b>

**Item No. 2 - 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 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	23245206	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29331142	96540	0.3291	96317	223	99.7690	0.2310
	Poll *		107	3.6480	96	11	89.7196	10.2804
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		96647	0.3295	96413	234	99.8614	0.1386
<b>Total</b>		<b>488950978</b>	<b>436471277</b>	<b>89.2669</b>	<b>436471043</b>	<b>234</b>	<b>99.9999</b>	<b>0.0001</b>

**Item No. 3 - Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2020.**

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) =	(4)	(5)	(6) =	(7) =





				$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$
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	23245206	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29331142	96540	0.3291	96417	123	99.8726	0.1274
	Poll *		107	3.6480	96	11	89.7196	10.2804
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		96647	0.3295	96513	134	99.8614	0.1386
<b>Total</b>		<b>488950978</b>	<b>436471277</b>	<b>89.2669</b>	<b>436471143</b>	<b>134</b>	<b>99.9999</b>	<b>0.0001</b>

### SPECIAL BUSINESS

**Item No. 4 - Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2019-20.**

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	23245206	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29331142	96540	0.3291	96418	122	99.8736	0.1264
	Poll *		107	3.6480	96	11	89.7196	10.2804
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		96647	0.3295	96514	133	99.8614	0.1386
<b>Total</b>		<b>488950978</b>	<b>436471277</b>	<b>89.2669</b>	<b>436471144</b>	<b>133</b>	<b>99.9999</b>	<b>0.0001</b>

\* Voting through Poll Papers at the AGM.

All the Resolutions for consideration at the 71<sup>st</sup> AGM, as set out in the Notice dated 13<sup>th</sup> August, 2019, have been passed by the Members by the requisite majority through remote e-voting and voting at the AGM venue.





## A. K. LABH

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



## A. K. LABH & Co

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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 71<sup>st</sup> Annual General Meeting of  
Andrew Yule & Company Limited  
"YULE HOUSE"  
8, Dr. Rajendra Prasad Sarani  
Kolkata - 700001**

*Dear Sir,*

I, Atul Kumar Labh, Practicing 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 71<sup>st</sup> Annual General Meeting of the members of "**Andrew Yule & Company Limited**" ("**Company**") held on Wednesday, 18<sup>th</sup> September, 2019 at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata-700001 at 10:00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 13<sup>th</sup> August, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots 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) and of voting through physical ballots as provided by M/s. MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Sunday, the 15<sup>th</sup> September, 2019 up to 5.00 P.M. IST on Tuesday, the 17<sup>th</sup> September, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 11<sup>th</sup> September, 2019 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice dated 13<sup>th</sup> August, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Wednesday, the 18<sup>th</sup> September, 2019 around 12:20 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Kolkata - 711106 and Mrs. Anushree Dasgupta, residing at 28/ N, Dwijen Mukherjee Road, Behala, Kolkata - 700060 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 111338] and votes casted through physical ballot papers distributed at the AGM venue are as under:





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### <A> ORDINARY BUSINESS:

#### a) Resolution 1

*To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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	20	436471047	
Voting by ballot	2	96	
<b>Total</b>	<b>22</b>	<b>436471143</b>	<b>99.99997%</b>

(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	5	123	
Voting by ballot	2	11	
<b>Total</b>	<b>7</b>	<b>134</b>	<b>0.00003%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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**A. K. LABH & Co.**

*Company Secretaries*

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**b) Resolution 2**

*To re-appoint Mr. Arvind Kumar (DIN: 06956955), Part-time Official Director (Govt. Nominee) as Director of the Company liable to retire by rotation*

(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	19	436470947	
Voting by ballot	2	96	
<b>Total</b>	<b>21</b>	<b>436471043</b>	<b>99.99995%</b>

(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	6	223	
Voting by ballot	2	11	
<b>Total</b>	<b>8</b>	<b>234</b>	<b>0.00005%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0





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**c) Resolution 3**

*To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2019-20*

(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	20	436471047	
Voting by ballot	2	96	
<b>Total</b>	<b>22</b>	<b>436471143</b>	<b>99.99997%</b>

(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	5	123	
Voting by ballot	2	11	
<b>Total</b>	<b>7</b>	<b>134</b>	<b>0.00003%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0





**A. K. LABH**

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**<B> SPECIAL BUSINESS:****d) Resolution 4 : Ordinary Resolution**

***Ratification of remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2020***

**(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	21	436471048	
Voting by ballot	2	96	
<b>Total</b>	<b>23</b>	<b>436471144</b>	<b>99.99997%</b>

**(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	4	122	
Voting by ballot	2	11	
<b>Total</b>	<b>6</b>	<b>133</b>	<b>0.00003%</b>

**(iii) Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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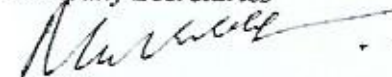
8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in 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)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 18.09.2019





## A. K. LABH

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*Witness:*

1. *Rachana Agarwal*

(Rachana Agarwal)  
162/2, Benaras Road  
Salkia, Kolkata - 700 060

2. *Anushree Dasgupta*

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



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

(Sucharita Das)  
Company Secretary

