



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



अ्याण्ड्रू इडल अ्याण्ड
कॉम्पनी लिमिटेड
(भारत सरकार केरर एकटल संस्थल)

Ref: AY/Sect1/AGM 22-23

1st September, 2023

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 75th Annual General Meeting (AGM) of the Company held on Thursday, 31st August, 2023 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 75th 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 e-voting 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 & Co. Ltd.

SUCHARITA

DAS

(Sucharita Das)

Company Secretary

Encl.: As above

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Voting Results of 75th Annual General Meeting of Andrew Yule & Company Limited

Date of the AGM	31 st August, 2023
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 24 th August, 2023)	37,349
No. of shareholders present in the meeting through Video Conferencing/Other Audio-Visual Means: Promoters and Promoter Group: Public:	1 63

Resolution (1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors, Auditors and Comments of the Comptroller & Auditor General of India (CAG), thereon.					
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	436374630	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	436374630	436374630	100	436374630	0	100	0

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Public- Institutions	E-Voting	10877473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10877473	0	0	0	0	0	0
Public- Non Institutions	E-Voting	41698875	311142	0.7462	288322	22820	92.6657	7.3343
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41698875	311142	0.7462	288322	22820	92.6657	7.3343
Total		488950978	436685772	89.3107	436662952	22820	99.9948	0.0052
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	10765076
Public - Non-Institutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of final dividend for the financial year 2022-23.				
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	436374630	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	436374630	436374630	100	436374630	0	100	0
Public-Institutions	E-Voting	10877473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10877473	0	0	0	0	0	0
Public- Non Institutions	E-Voting	41698875	311547	0.7471	282879	28668	90.7982	9.2018
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41698875	311547	0.7471	282879	28668	90.7982	9.2018
Total		488950978	436686177	89.3108	436657509	28668	99.9934	0.0066

Whether resolution is Pass or Not.	Yes
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	10765076
Public - Non-Institutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Vijay Mittal (DIN: 09548096), Director retiring by rotation.				
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	436374630	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	436374630	436374630	100	436374630	0	100	0
Public-Institutions	E-Voting	10877473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

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	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10877473	0	0	0	0	0	0
Public- Non Institutions	E-Voting	41698875	311547	0.7471	281500	30047	90.3555	9.6445
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41698875	311547	0.7471	281500	30047	90.3555	9.6445
Total		488950978	436686177	89.3108	436656130	30047	99.9931	0.0069
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	10765076
Public - Non-Institutions	0

Resolution (4)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2024.

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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	436374630	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	436374630	436374630	100	436374630	0	100	0
Public- Institutions	E-Voting	10877473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10877473	0	0	0	0	0	0
Public- Non Institutions	E-Voting	41698875	311142	0.7462	282452	28690	90.7791	9.2209
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41698875	311142	0.7462	282452	28690	90.7791	9.2209
Total		488950978	436685772	89.3107	436657082	28690	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	10765076
Public - Non-Institutions	0

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2024.				
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	436374630	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	436374630	436374630	100	436374630	0	100	0
Public-Institutions	E-Voting	10877473	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

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	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10877473	0	0	0	0	0	0
Public- Non Institutions	E-Voting	41698875	311547	0.7471	282659	28888	90.7276	9.2724
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41698875	311547	0.7471	282659	28888	90.7276	9.2724
Total		488950978	436686177	89.3108	436657289	28888	99.9934	0.0066
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public - Institutions	10765076
Public - Non-Institutions	0

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

For Andrew Yule & Co. Ltd.

SUCHARITA DAS Digitally signed by SUCHARITA
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Date: 2023.09.01 12:56:25 +05'30'

(Sucharita Das)
Company Secretary

A. K. LABHFCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary**A. K. LABH & Co.****Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Website : www.aklabh.com

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 75th 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 75th Annual General Meeting ("AGM") of the members of "**Andrew Yule & Company Limited**" ("**Company**") held on Thursday, the 31st day of August, 2023 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (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 7th day of August, 2023. 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.





I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 28th day of August, 2023 up to 5:00 P.M. IST on Wednesday, the 30th day of August, 2023.
2. The shareholders holding shares as on the “cut off” date, i.e. the 24th day of August, 2023 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the AGM dated the 7th day of August, 2023.
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 31st day of August, 2023 around 05:30 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 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 : 124863] are as under:



<A> **ORDINARY BUSINESS:****a) Resolution 1 : Ordinary Resolution**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 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	120	436662925	
E-voting at AGM	3	27	
Total	123	436662952	99.9948%

(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	19	22820	
E-voting at AGM	0	0	
Total	19	22820	0.0052%

(iii) ***Invalid Votes:***

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10765076

**b) Resolution 2 : Ordinary Resolution**

To declare a Final Dividend of Rs. 0.007 (0.35%) per equity share of Rs. 2/- each of the Company for the financial year ended 31st March, 2023

(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	121	436657482	
E-voting at AGM	3	27	
Total	124	436657509	99.9934%

(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	19	28668	
E-voting at AGM	0	0	
Total	19	28668	0.0066%

(iii) *Invalid* Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10765076

**c) Resolution 3 : Ordinary Resolution**

To consider 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

(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	115	436656103	
E-voting at AGM	3	27	
Total	118	436656130	99.9931%

(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	25	30047	
E-voting at AGM	0	0	
Total	25	30047	0.0069%

(iii) *Invalid* Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10765076

**d) Resolution 4 : Ordinary Resolution**

To authorize the Board of Directors to fix remuneration of statutory auditors of the Company for the financial year 2023-24 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	118	436657055	
E-voting at AGM	3	27	
Total	121	436657082	99.9934%

(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	28690	
E-voting at AGM	0	0	
Total	21	28690	0.0066%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10765076

 SPECIAL BUSINESS:e) Resolution 5 : 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, 2024

(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	118	436657262	
E-voting at AGM	3	27	
Total	121	436657289	99.9934%

(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	22	28888	
E-voting at AGM	0	0	
Total	22	28888	0.0066%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10765076

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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Mobile : 98300-55689

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

Website : www.aklabh.com

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)

Practicing Company Secretary

FCS : 4848 / CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848E000904881



Place : Kolkata

Dated : 01-09-2023



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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Mobile : 98300-55689

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

Website : www.aklabh.com

Witness:

1. *Rohit Kumar*

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

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**

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SUCHARITA DAS
Date: 2023.09.01
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(Sucharita Das)

Company Secretary
FCS 5159

