



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

आज़ादी का  
अमृत महोत्सव  
आण्ड्रू इंडल आण्ड  
कॉम्पनी लिमिटेड  
(भारत सरकार के एक टि संसुा)

Ref: AY/Sect1/AGM 23-24

27<sup>th</sup> September, 2024

The General Manager  
Corporate Relationship Department,  
BSE Limited,  
1<sup>st</sup> 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 76<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 27<sup>th</sup> September, 2024 at 11.30 a.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 76<sup>th</sup> 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

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SUCHARITA DAS  
Date: 2024.09.27 15:20:04  
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(Sucharita Das)

Company Secretary

Encl.: As above

**Voting Results of 76<sup>th</sup> Annual General Meeting of Andrew Yule & Company Limited**

<b>Date of the AGM</b>	27 <sup>th</sup> September, 2024
<b>Total number of Shareholders on record date</b> (being cut-off date for determining shareholders entitled to vote – 20 <sup>th</sup> September, 2024)	44,221
<b>No. of shareholders present in the meeting through Video Conferencing/Other Audio-Visual Means:</b> Promoters and Promoter Group: Public:	1 38

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, 2024 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
Public-Institutions	E-Voting	11211246	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	11211246	0	0	0	0	0	0
Public-Non-Institutions	E-Voting	41365102	445718	1.0775	438390	7328	98.3559	1.6441
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41365102	445718	1.0775	438390	7328	98.3559	1.6441
Total		488950978	436820348	89.3383	436813020	7328	99.9983	0.0017
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 (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Aditya Kumar Ghosh (DIN: 09222808), 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

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		(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
Public-Institutions	E-Voting	11211246	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11211246	0	0	0	0	0
Public-Non-Institutions	E-Voting	41365102	445718	1.0775	430689	15029	96.6281	3.3719
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		41365102	445718	1.0775	430689	15029	96.6281
Total		488950978	436820348	89.3383	436805319	15029	99.9966	0.0034
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 (3)								
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, 2025.				
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	11211246	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11211246	0	0	0	0	0	0
Public-Non-Institutions	E-Voting	41365102	445718	1.0775	431890	13828	96.8976	3.1024
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41365102	445718	1.0775	431890	13828	96.8976	3.1024
Total		488950978	436820348	89.3383	436806520	13828	99.9968	0.0032
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				Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2025.				
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	11211246	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

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	Total	11211246	0	0	0	0	0	0
Public- Non-Institutions	E-Voting	41365102	445718	1.0775	431458	14260	96.8007	3.1993
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41365102	445718	1.0775	431458	14260	96.8007	3.1993
Total		488950978	436820348	89.3383	436806088	14260	99.9967	0.0033
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**

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SUCHARITA DAS  
Date: 2024.09.27 15:15:47  
+05'30'

(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**

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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : [www.aklabh.com](http://www.aklabh.com)**CONSOLIDATED SCRUTINIZER'S REPORT**

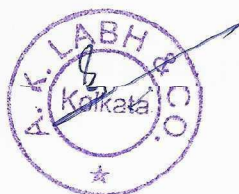
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
 (Management and Administration) Rules, 2014]

**The Chairman  
 of the 76th 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 76<sup>th</sup> Annual General Meeting ("AGM") of the members of "**Andrew Yule & Company Limited**" ("**Company**") held on Friday, the 27<sup>th</sup> day of September, 2024 at 11:30 A.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, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (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 14<sup>th</sup> day of August, 2024. 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*



# A. K. LABH & Co.

*Company Secretaries*

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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 24<sup>th</sup> day of September, 2024 up to 5:00 P.M. IST on Thursday, the 26<sup>th</sup> day of September, 2024.
2. The shareholders holding shares as on the “cut off” date, i.e. the 20<sup>th</sup> day of September, 2024 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 14<sup>th</sup> day of August, 2024.
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 Friday, the 27<sup>th</sup> day of September, 2024 around 12:50 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Ms Muskan Jaiswal, residing at 54A, Nirmal Chandra Street, Kolkata – 700 012 and Ms. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700 060, 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 : 129950] 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, 2024 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	147	436813020	
E-voting at AGM	0	0	
<b>Total</b>	<b>147</b>	<b>436813020</b>	<b>99.9983%</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	11	7328	
E-voting at AGM	0	0	
<b>Total</b>	<b>11</b>	<b>7328</b>	<b>0.0017%</b>

(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**

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

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Mobile : 98300-55689

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

Website : [www.aklabh.com](http://www.aklabh.com)

## b) Resolution 2 : Ordinary Resolution

*To consider continuation of the appointment of Shri Aditya Kumar Ghosh (DIN: 09222808), 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:*

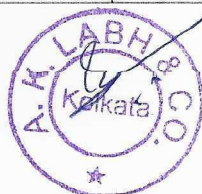
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	143	436805319	
E-voting at AGM	0	0	
<b>Total</b>	<b>143</b>	<b>436805319</b>	<b>99.9966%</b>

(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	15	15029	
E-voting at AGM	0	0	
<b>Total</b>	<b>15</b>	<b>15029</b>	<b>0.0034%</b>

(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*



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Website : [www.aklabh.com](http://www.aklabh.com)

## c) Resolution 3 : Ordinary Resolution

*To authorize the Board of Directors to fix remuneration of statutory auditors of the Company for the financial year 2024-25 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	146	436806520	
E-voting at AGM	0	0	
<b>Total</b>	<b>146</b>	<b>436806520</b>	<b>99.9968%</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	12	13828	
E-voting at AGM	0	0	
<b>Total</b>	<b>12</b>	<b>13828</b>	<b>0.0032%</b>

(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



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Website : [www.aklabh.com](http://www.aklabh.com)

## <B> 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, 2025

#### (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	143	436806088	
E-voting at AGM	0	0	
<b>Total</b>	<b>143</b>	<b>436806088</b>	<b>99.9967%</b>

#### (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	15	14260	
E-voting at AGM	0	0	
<b>Total</b>	<b>15</b>	<b>14260</b>	<b>0.0033%</b>

#### (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10765076



# A. K. LABH

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



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Website : [www.aklabh.com](http://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 Chairman of the meeting.

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 : F004848F001342448

Place : Kolkata

Dated : 27.09.2024



# A. K. LABH

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



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Website : [www.aklabh.com](http://www.aklabh.com)

*Witness:*

1. 

(Muskan Jaiswal)

54A, Nirmal Chandra Street,  
Kolkata – 700 012

2. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala  
Kolkata – 700 060



*Received the Report of the Scrutinizer*

For Andrew Yule & Company Limited

SUCHARITA  
DAS

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SUCHARITA DAS  
Date: 2024.09.27 15:26:58  
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(Sucharita Das)

Company Secretary  
FCS 5159

