



एण्ड्रू यूल एण्ड
कम्पनी लिमिटेड
(भारत सरकार का उद्यम)

ANDREW YULE & COMPANY LIMITED
(A GOVERNMENT OF INDIA ENTERPRISE)

आण्ड्रू ইউল অ্যাণ্ড
কোম্পানী লিমিটেড
(ভারত সরকারের একটি সংস্থা)

'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: L63090WB1919GOI003229

Ref: AY/Sect1/AGM 21-22

30th September, 2022

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

Dear Sir,

Sub.: Proceedings of the 74th Annual General Meeting (AGM) of the Company held on 29th September, 2022

Pursuant to Regulation 30 read with Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Summary of the Proceedings of the 74th Annual General Meeting (AGM) of the Company held on Thursday, 29th September, 2022 through Video Conferencing/Other Audio-Visual Means.

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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**SUMMARY OF PROCEEDINGS OF THE 74TH ANNUAL GENERAL MEETING
OF ANDREW YULE & CO. LTD. HELD ON 29TH SEPTEMBER, 2022**

The 74th Annual General Meeting (AGM) of the members of Andrew Yule & Company Limited was held on Thursday, 29th September, 2022 at 3.30 p.m. through Video Conferencing/Other Audio-Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, in this regard.

Shri Sanjoy Bhattacharya being the Chairman & Managing Director of the Company, chaired the proceedings of the 74th AGM.

The summary of the proceedings is as under:

1. Cut-off date for e-voting: 22nd September, 2022
2. Total number of shareholders as on cut-off date: 40672
3. No. of shareholders who attended the Meeting through video conference: 54

Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members was dispensed with. Accordingly, the facility for appointment of proxies by the Members was not made available for the AGM.

All the shareholders who have joined this meeting were by default being placed, by the host, on mute for conducting this meeting smoothly and seamlessly.

Thereafter, the Company Secretary requested Shri Sanjoy Bhattacharya, Chairman & Managing Director of the Company to start the proceeding of the AGM.

The Chairman in his opening remarks extended a warm welcome to all the shareholders, auditors and other invitees attending the 74th AGM and also introduced the Directors who were attending the AGM through VC/OAVM from their respective locations and requested them to introduce themselves. Thereafter since the requisite quorum was present, the Chairman declared the 74th AGM to order.

All the Directors, except Shri Vijay Mittal, Govt. Nominee Director, attended the meeting. The Chairman explained the unavoidable circumstances due to which Shri Vijay Mittal could not attend the AGM.



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He then acknowledged the attendance of the representatives of the Statutory Auditors, M/s S. K. Basu & Co. and Secretarial Auditor, M/s. A. K. Labh & Co., who have also joined the meeting through video conferencing from their respective locations.

Thereafter, the members were informed that the electronic voting will be available throughout the AGM.

At the outset the Chairman requested the Company Secretary to elaborate about the regulatory matters and general instructions pertaining to the Annual General Meeting. The Company Secretary then informed the members that:

- As regards holding AGM in virtual mode, Andrew Yule had complied with all the provisions of applicable laws/regulations and circulars/notifications issued by MCA and SEBI for conducting the AGM through electronic mode.
- The Company had provided electronic voting facilities to the members by means of remote e-voting. As AGM was held virtually, the option for physical voting at the AGM was not provided. However, the Company had enabled e-voting facility during the AGM for members who had not voted through remote e-voting and who were present at the AGM. The e-voting facility was available in the e-voting platform of the NSDL.
- The facility for joining this AGM through video conference or other audio-visual means was made available for the shareholders on a first-come-first-served basis.
- The Register of Directors and Key Managerial Personnel and the Register of Contracts or Arrangements had been made available electronically for inspection by the shareholders during the AGM.
- Some of the shareholders had registered themselves as Speaker Shareholder for the AGM. Accordingly, the floor would be open for those shareholders to ask questions or express their views once announced by the Hon'ble Chairman.

Thereafter, the Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2022 and its future outlook and informed the members the followings:

- Notice of the 74th AGM along with the Annual Report for the financial year 2021-22 since been sent to the shareholders electronically, it was taken as read.



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- The observations made by the Statutory Auditors in their Report on the financials of the Company for the financial year 2021-22 and by the Secretarial Auditor in their Report for the financial year 2021-22 along with the management's response on the observations had been included in details in the Board's Report in page nos. starting from 32 to 37. Therefore, with the permission of the members, the Statutory Auditor's Report and the Secretarial Auditor's Report were taken as read.

Thereafter the Members were briefed on the Ordinary Business and Special Business items covered in the 74th AGM Notice of the Company dated 12th August, 2022.

Thereupon, the Chairman initiated Question and Answer session, whereby the registered speaker shareholders expressed their views, gave suggestions and sought clarifications on the performance of the Company and related matters one by one, which were later responded by the Chairman of the Company.

The Chairman then informed that M/s. A. K. Labh & Co., Practicing Company Secretaries was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

The Chairman authorized the Company Secretary to declare the voting results by Friday, 30th September, 2022 after receiving the Consolidated Scrutinizers' Report. The Results declared along with the Scrutinizer's Report will be intimated to the BSE Limited (BSE), where the shares of the Company are listed and will also be uploaded on the Company's website as well as on the e-voting website of NSDL.

Thereafter, the Chairman concluded the meeting and informed the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically. Accordingly, the e-voting process continued till 4.40 p.m.

The Chairman then thanked the Directors, Auditors and the members for participating in the meeting and wished everyone for good health and safety in the year ahead.

After the completion of the Annual General Meeting, the scrutinizer unblocked votes cast through remote e-voting and e-voting at the AGM and submitted his Report. As per the report submitted by the scrutinizer, all the following resolutions as mentioned in the Notice of 74th Annual General Meeting were passed with requisite majority:



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Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 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.
2. Re-appointment of Shri Aditya Kumar Ghosh (DIN: 09222808), Director retiring by rotation.
3. Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2023.

Special Business:

4. Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2023.
5. Appointment of Shri Om Prakash Mittal (DIN: 00512243) as a Part-time Non-Official Independent Director of the Company.
6. Appointment of Shri Sunder Pal Singh (DIN: 09438081) as a Part-time Non-Official Independent Director of the Company.
7. Appointment of Smt. Namita Devi alias Smt. Lovely Gupta (DIN: 07436235) as a Part-time Non-Official Independent Director of the Company.

Thanking you,

Yours faithfully,
For Andrew Yule & Company Limited

(Sucharita Das)
Company Secretary