



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

आण्ड्रू ইউল অ্যান্ড
কোম্পানী লিমিটেড
(ভারত সরকারের একটি সংস্থা)

Annexure - I

Summary of Proceedings of the 69th Annual General Meeting

The 69th Annual General Meeting (AGM) of the members of Andrew Yule & Company Limited was convened at 11.00 a.m. on Monday, 18th September, 2017 at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, 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 138 (one hundred thirty eight) members were present in person or through proxy at the meeting.

- ✓ All the Directors, except Shri Bhaskar Jyoti Mahanta, Smt. Sanyukta Samaddar, Shri Sudhir Jhunhunwala and Smt. Sipra Goon, attended the meeting. The Chairman explained the unavoidable circumstances due to which Shri Bhaskar Jyoti Mahanta, Smt. Sanyukta Samaddar, Shri Sudhir Jhunhunwala and Smt. Sipra Goon could not attend the AGM.
- ✓ With the consent of the Members, the Notice convening the 69th AGM was taken as read.
- ✓ The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2017 and its future outlook. Thereafter, Smt. Sucharita Das, Company Secretary read the Auditor's Report and Secretarial Audit Report.
- ✓ 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 Annual General Meeting. The remote e-voting commenced at 9 a.m. on 15th September, 2017 and ended at 5.00 p.m. on 17th September, 2017. 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 AGM venue on all the resolutions to be passed at the Meeting.
- ✓ The Chairman also informed the Members that the Board had appointed Shri Atul Kumar Labh, Practising Company Secretary, Proprietor of M/s. A. K. Labh & Co., Company Secretaries as the Scrutinizer to supervise the remote e - voting and ballot voting process at the AGM in a fair and transparent manner.
- ✓ Thereafter, the Chairman read out the objective and implication of the resolutions 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, several members addressed the Meeting, gave their suggestions and raised queries on the Company's accounts and business, which were replied to by the Chairman & Managing Director and Director (Finance) of the Company.
- ✓ The Chairman thanked the Members for attending and participating in the AGM and announced commencement of voting at the AGM venue and authorized the Scrutinizer to circulate the Poll Papers to the Members and carry out the voting process. The Chairman also announced that the combined result of remote e-voting and voting at the AGM venue will be put on the Company's website 20th September, 2017. Subsequently, all eligible members proceeded to cast their votes at the AGM venue. The voting process concluded at 12 noon.

The following items of business, as per Notice of the 69th AGM were transacted at the meeting:

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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 (Ordinary Resolution).
2. Declaration of Dividend for the year ended 31st March, 2017 (Ordinary Resolution).
3. Appointment of Shri Bhaskar Jyoti Mahanta who retires by rotation and offers himself for re-appointment (Ordinary Resolution).
4. Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2018 (Ordinary Resolution).

Special Business:

5. Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2017-18 (Ordinary Resolution).
6. Appointment of Smt. Sipra Goon as a Part-time Non-Official Independent Director, not liable to retire by rotation, with effect from 2nd February, 2017 (Ordinary Resolution).

For Andrew Yule & Company Limited



(Sucharita Das)
Company Secretary



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Annexure - II

Voting Results of 69th Annual General Meeting of Andrew Yule & Company Limited

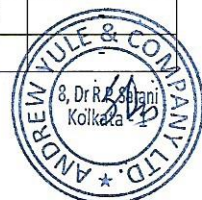
Date of the AGM	18 th September, 2017
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 11 th September, 2017)	27,341
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	1 137
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 31st March, 2017 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) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	
	Poll *		-	-	-	-	-	



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	23358706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29217642	15559	0.0533	15491	68	99.5630	0.4370
	Poll *		361	0.0012	361	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15920	0.0545	15852	68	99.5729	0.4271
Total		488950978	436390550	89.2504	436390482	68	100.0000	0.0000

Item No. 2 – Declaration of Dividend for the year ended 31st March, 2017.

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	23358706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29217642	15559	0.0533	15491	68	99.5630	0.4370
	Poll *		361	0.0012	361	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15920	0.0545	15852	68	99.5729	0.4271
Total		488950978	436390550	89.2504	436390482	68	99.9999	0.0001

Item No. 3 - Appointment of Shri Bhaskar Jyoti Mahanta 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	E-Voting	436374630	436374630	100.0000	436374630	-	100.0000	-



and Promoter Group	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	23358706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29217642	15559	0.0533	13008	2551	83.6043	16.3957
	Poll *		361	0.0012	361	-	100.0000	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15920	0.0545	13369	2551	83.9761	16.0239
Total		488950978	436390550	89.2504	436387999	2551	99.9994	0.0006

Item No. 4 - Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2018.

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	23358706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29217642	15559	0.05325	13491	2068	86.7087	13.2913
	Poll *		361	0.0012	361	-	100	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15920	0.0545	13852	2068	87.0101	12.9899
Total		488950978	436390550	89.25036857	436388482	2068	99.9995	0.0005

SPECIAL BUSINESS

Item No. 5 - Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants as Cost Auditors for the year 2017-18.

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	No. of Votes - in favour	No. of Votes - against	% of Votes in favour of votes	% of Votes against on votes



		(1)	(2)	shares (3) = [(2)/(1)]*100	(4)	(5)	polled (6) = [(4)/(2)]*100	polled (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	23358706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29217642	14859	0.0509	12091	2768	81.3716	18.6284
	Poll *		361	0.0012	361	-	100	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15220	0.0521	12452	2768	81.8134	18.1866
Total		488950978	436389850	89.2502	436387082	2768	99.9994	0.0006

Item No. 6 - Appointment of Smt. Sipra Goon as a Part-time Non-Official Independent Director, not liable to retire by rotation, with effect from 2nd February, 2017.

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	23358706	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	29217642	15559	0.0533	11608	3951	74.6063	25.3937
	Poll *		361	0.0012	361	-	100	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15920	0.0545	11969	3951	75.1822	24.8178
Total		488950978	436390550	89.2504	436386599	3951	99.9991	0.0009

* Voting through Poll Papers at the AGM.

All the Resolutions for consideration at the 69th AGM, as set out in the Notice dated 21st August, 2017, have been passed by the Members by the requisite majority through remote e-voting and voting at the AGM venue.

