



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)

Ref: AY/Sectl/EGM

15th May, 2019

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

Dear Sir,

Sub.: Outcome of the 1st Extraordinary General Meeting of the members of the Company

Pursuant to Regulation 30 read with Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Summary of the Proceedings of the 1st Extraordinary General Meeting (EGM) of the Company held on Tuesday, 14th May, 2019 at the Registered Office of the Company at Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata - 700001 – as **Annexure - I.**

Further pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting herewith the Voting Results of the business transacted at the 1st EGM of the Company in prescribed format – as **Annexure - II.**

We are also enclosing the Consolidated Report of the Scrutinizer on remote e-voting and voting through Poll Papers at the venue of the 1st EGM of the Company – as **Annexure - III.**

This is for your information and records.

Thanking you,

Yours faithfully,
For Andrew Yule & Company Limited


(Sucharita Das)
Company Secretary

Encl.: As above



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Annexure - I

Summary of Proceedings of the 1st Extraordinary General Meeting

The 1st Extraordinary General Meeting (EGM) of the members of Andrew Yule & Company Limited was convened at 4.30 p.m. on Tuesday, 14th May, 2019 at the Registered Office of the Company at Yule House, 8, Dr. Rajendra Prasad Sarani, 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 159 (one hundred fifty nine) members were present in person or through proxy at the meeting.

- ✓ All the Directors, except Shri Amit Varadan, Shri Arvind Kumar, Dr. Dhanpat Ram Agarwal, Shri Sudhir Jhunjunwala and Smt. Sipra Goon, attended the meeting. The Chairman explained the unavoidable circumstances due to which Shri Amit Varadan, Shri Arvind Kumar, Dr. Dhanpat Ram Agarwal, Shri Sudhir Jhunjunwala and Smt. Sipra Goon could not attend the EGM.
- ✓ With the consent of the Members, the Notice convening the 1st EGM was taken as read.
- ✓ The Chairman gave an overview about the Resolution proposed to be passed at the meeting.
- ✓ 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 EGM. The remote e-voting commenced at 9 a.m. on 11th May, 2019 and ended at 5.00 p.m. on 13th May, 2019. 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 EGM venue on the resolution to be passed at the Meeting.
- ✓ The Chairman also informed the Members that Shri Atul Kumar Labh, Practising Company Secretary, Proprietor of M/s. A. K. Labh & Co., Company Secretaries had been appointed as the Scrutinizer to supervise the remote e - voting and ballot voting process at the EGM in a fair and transparent manner.
- ✓ Thereafter, the Chairman read out the objective and implication of the resolution 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, a few members addressed the Meeting and raised queries relating to the resolution proposed to be passed, which were replied to by the Chairman & Managing Director of the Company.
- ✓ The Chairman thanked the Members for attending and participating in the EGM and announced commencement of voting at the EGM venue and authorized the Scrutinizer to circulate the Poll Papers to the Members and carry out the voting process. The Chairman authorized the Company Secretary to declare the results of voting and announced that the combined result of remote e-voting and voting at the EGM venue will be put on the Company's website 15th May, 2019. Subsequently, all eligible members proceeded to cast their votes at the EGM venue. The voting process concluded at 5.15 p.m.

The following item of business, as per Notice of the 1st EGM was transacted at the meeting:

Special Business:

1. Approval of the draft Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) and their respective shareholders which provides for fast track merger of Hooghly Printing Co. Ltd. (Transferor Company) with Andrew Yule & Co. Ltd. (Transferee Company) w.e.f. the Appointed Date which is same as the Effective Date as per the draft Scheme of Arrangement pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

This is for your information and records.

Thanking you,

Yours faithfully,

For Andrew Yule & Company Limited



(Sucharita Das)

Company Secretary



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Annexure - II

Voting Results of 1st Extraordinary General Meeting of Andrew Yule & Company Limited

Date of the EGM	14 th May, 2019
Total number of Shareholders on record date (being cut-off date for determining shareholders entitled to vote – 7 th May, 2019)	29,780
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	NIL 159
No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public :	NIL NIL

Agenda-wise disclosure

SPECIAL BUSINESS

Item No. 1 - Approval of the draft Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) and their respective shareholders which provides for fast track merger of Hooghly Printing Co. Ltd. (Transferor Company) with Andrew Yule & Co. Ltd. (Transferee Company) w.e.f. the Appointed Date which is same as the Effective Date as per the draft Scheme of Arrangement pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

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) = $\frac{[(2)/(1)] \times 100}{1}$	(4)	(5)	(6) = $\frac{[(4)/(2)] \times 100}{1}$	(7) = $\frac{[(5)/(2)] \times 100}{1}$

Promoter and Promoter Group	E-Voting	436374630	436374630	100	436374630	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		436374630	100	436374630		100.0000	-
Public - Institutions	E-Voting	23245206	10765076	46.31	10765076	-	100.0000	-
	Poll *		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10765076	46.31	10765076	-	100.0000	-
Public - Non Institutions	E-Voting	29331142	24068	0.0821	15549	8519	64.6045	39.3956
	Poll *		626	0.0023	621	5	99.2013	0.7987
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		24694	0.0844	16170	8524	65.4815	34.5185
Total		488950978	447164400	91.4538	447155876	8524	99.9981	0.0019

* Voting through Poll Papers at the EGM.

The Resolution for consideration at the 1st EGM, as set out in the Notice dated 18th April, 2019, has been passed by the Members by the requisite majority through remote e-voting and voting at the EGM venue.

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A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
 DIM, DHRD, PGHDSM, DIRPM
Practicing 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.comWebsite : 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 1st Extra Ordinary 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 1st Extra Ordinary General Meeting of the members of "*Andrew Yule & Company Limited*" ("*Company*") held on Tuesday, 14th May, 2019 at "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700001 at 04:30 P.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 resolution 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 resolution contained in the Notice of the Extra Ordinary General Meeting dated 18th April, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, 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 MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



A. K. LABH

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



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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 Saturday, the 11th May, 2019 up to 5.00 P.M. IST on Monday, the 13th May, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 7th May, 2019 were entitled to vote on the proposed 1 (One) resolution as mentioned in the Notice dated 18th April, 2019 of the Extra Ordinary General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Extra Ordinary 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 boxes were 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 Tuesday, the 14th May, 2019 around 07:00 P.M. after the completion of the Extra Ordinary General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, 3rd Floor, Howrah - 711106 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 : 110625] and votes casted through physical ballot papers distributed at the EGM venue are as under:



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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SPECIAL BUSINESS:

Ordinary Resolution

Approval of the draft Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) and their respective shareholders which provides for fast track merger of Hooghly Printing Co. Ltd. (Transferor Company) with Andrew Yule & Co. Ltd. (Transferee Company) w.e.f. the Appointed Date which is same as the Effective Date pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

(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	15	447155255	
Voting by ballot	27	621	
Total	42	447155876	99.998%

(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	8519	
Voting by ballot	1	5	
Total	6	8524	0.002%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	2009



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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8. The resolution proposed hereinabove, has 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 Company Secretary as authorized 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: 15.06.2019



A. K. LABH

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



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Witness:

1. *Rachana Agarwal.*

(Rachana Agarwal)

162/2, Benaras Road, Salkia
Howrah 711106

2. *Ankita Singh.*

(Ankita Singh)

76, Bhairav Dutta Lane,
3rd Floor, Howrah - 711106



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

(Sucharita Das)
Company Secretary

